

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner

*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**SIXTH MONTHLY FEE STATEMENT OF AKIN GUMP STRAUSS HAUER & FELD
LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS
INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD OF MARCH 1, 2019 THROUGH MARCH 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	March 1, 2019 through March 31, 2019
Monthly Fees Incurred:	\$1,014,401.50
20% Holdback:	\$202,880.30
Total Compensation Less 20% Holdback:	\$811,521.20
Monthly Expenses Incurred:	\$274,293.00
Total Fees and Expenses Requested:	\$1,085,814.20

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Sixth Monthly Fee Statement”) covering the period from March 1, 2019 through and including March 31, 2019 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Sixth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$1,288,694.50) reflects voluntary reductions for the Compensation Period of \$198,673.50 in fees and \$3,298.78 in expenses.

compensation in the amount of \$811,521.20 (80% of \$1,014,401.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$274,293.00³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes (i) \$74,491.44 of expenses relating to the payment of consulting and professional fees and expenses incurred by Analysis Group Inc. in support of Jan Kniffen, an expert witness retained by the Creditors' Committee in connection with the dispute surrounding the Debtors' sale of substantially all of their assets to Transform Holdco LLC and (ii) \$147,598.74 of expenses relating to orders of ownership and encumbrance property search reports provided by Fidelity National Title Insurance Company ("Fidelity"), which were used to assess the validity and perfection of various liens securing the Debtors' debt facilities. Invoices for Analysis Group Inc.'s and Fidelity's fees and expenses during the Compensation Period are attached hereto as Exhibit E.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Sixth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J.

Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Sixth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **June 18, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Sixth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Sixth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Sixth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
June 3, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

Ira S. Dizengoff

Philip C. Dublin

Sara L. Brauner

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com

pdublin@akingump.com

sbrauner@akingump.com

*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Allison Miller	Corporate	2003	1,250.00	30.30	37,875.00
Ira Dizengoff	Financial Restructuring	1993	1,550.00	26.70	41,385.00
Philip Dublin	Financial Restructuring	1999	1,475.00	25.10	37,022.50
Abid Qureshi	Financial Restructuring	1995	1,475.00	7.70	11,357.50
David Vondle	Intellectual Property	2002	1,020.00	9.50	9,690.00
Joseph Sorkin	Litigation	2008	1,120.00	49.10	54,992.00
Howard Jacobson	Tax	1979	1,120.00	16.30	18,256.00
Total Partner				164.70	210,578.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,125.00	167.00	187,875.00
Katherine Demander	Financial Restructuring	2013	805.00	9.50	7,647.50
Dean Chapman	Litigation	2009	980.00	77.10	75,558.00
Angeline Koo	Litigation	2005	940.00	28.80	27,072.00
Heather Peckham	Litigation	2000	905.00	21.40	19,367.00
Roxanne Tizraves	Litigation	2009	905.00	50.40	45,612.00
Total Senior Counsel & Counsel				354.20	363,131.50
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sarah Aminian	Corporate	2018	540.00	5.30	2,862.00
Chance Hiner	Financial Restructuring	2017	660.00	9.10	6,006.00
Zachary Lanier	Financial Restructuring	2017	760.00	170.10	129,276.00
Shirin Mahkamova	Financial Restructuring	2019	560.00	46.40	25,984.00

Joseph Szydlo	Financial Restructuring	Pending	560.00	122.10	68,376.00
Erin Brewer	Litigation	2018	510.00	2.80	1,428.00
Michael Chen	Litigation	Pending	540.00	10.50	5,670.00
Patrick Glackin	Litigation	Pending	540.00	37.20	20,088.00
John Kane	Litigation	2016	770.00	52.10	40,117.00
Jillian Kulikowski	Litigation	Pending	540.00	55.30	29,862.00
Jeff Latov	Litigation	2017	760.00	61.70	46,892.00
Aaron Farovitch	Tax	2017	690.00	4.70	3,243.00
Russell Collins	Practice Attorney	1998	455.00	116.80	53,144.00
Total Associates				694.10	\$432,948.00
STAFF ATTORNEYS PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sophia Levy	Financial Restructuring	N/A	235.00	25.40	5,969.00
Diane Laurel Blair	Litigation	N/A	355.00	5.00	1,775.00
Total Legal Assistants				30.40	7,744.00
Total Hours / Fees Requested				1243.40	1,014,401.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,105.63	518.90	573,709.50
Associates	623.75	694.10	432,948.00
Paralegals/Non-Legal Staff	254.74	30.40	7,744.00
Blended Timekeeper Rate	815.83		
Total Fees Incurred		1,243.40	1,014,401.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value
2	General Case Administration	12.20	\$6,662.00
3	Akin Gump Fee Application/Monthly Billing Reports	229.90	\$157,047.50
4	Analysis of Other Professional Fee Applications/Reports	13.20	\$10,453.00
6	Retention of Professionals	1.40	\$1,246.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	27.00	\$26,192.00
8	Hearings and Court Matters/Court Preparation	29.70	\$24,557.50
11	Executory Contract/Lease Issues	4.60	\$4,883.00
12	General Claims Analysis/Claims Objections	114.10	\$101,865.00
13	Analysis of Pre-Petition Transactions	369.70	\$260,288.50
15	Secured Creditors Issues/Communications/Meetings	6.60	\$4,386.00
18	Tax Issues	0.60	\$672.00
22	Disclosure Statement/Solicitation/Plan/Confirmation	252.20	\$234,191.50
23	Asset Dispositions/363 Asset Sales	180.00	\$179,345.50
25	Travel Time	2.20	\$2,611.50
TOTAL:		1,243.40	\$1,014,401.50

Exhibit C

Itemized Fees

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF FINANCIAL OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1832112
Invoice Date 05/31/19
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
002 Case Administration	12.20	\$6,662.00
003 Akin Gump Fee Application/Monthly Billing Reports	229.90	\$157,047.50
004 Analysis of Other Professionals Fee Applications/Reports	13.20	\$10,453.00
006 Retention of Professionals	1.40	\$1,246.50
007 Creditors Committee Matters/Meetings (including 341 Meetings)	27.00	\$26,192.00
008 Hearings and Court Matters/Court Preparation	29.70	\$24,557.50
011 Executory Contract/Lease Issues	4.60	\$4,883.00
012 General Claims Analysis/Claims Objections	114.10	\$101,865.00
013 Analysis of Pre-Petition Transactions	369.70	\$260,288.50
015 Secured Creditors Issues/Communications/Meetings	6.60	\$4,386.00
018 Tax Issues	0.60	\$672.00
022 Disclosure Statement/Solicitation/Plan/Confirmation	252.20	\$234,191.50
023 Asset Dispositions/363 Asset Sales	180.00	\$179,345.50
025 Travel Time	2.20	\$2,611.50
TOTAL	1243.40	\$1,014,401.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/01/19	SM	002 Review and circulate new filings to FR team (.3); update case calendar (.1).	0.40
03/05/19	SM	002 Monitor docket and circulate new filings to FR team (.3); update case calendar (.2).	0.50
03/08/19	SM	002 Monitor docket and circulate new filings to FR team (.2); update case calendar (.1).	0.30
03/11/19	SM	002 Review and circulate new filings to FR team (.3); update case calendar (.1).	0.40
03/12/19	SM	002 Monitor docket and circulate new filings to FR team (.3); update case calendar (.2).	0.50
03/13/19	SM	002 Circulate new filings to FR team.	0.30
03/13/19	SDL	002 Update case calendar.	0.60
03/14/19	SLB	002 Communications with FTI and HL re scheduling call with Debtors and pending issues.	1.20
03/14/19	SM	002 Review and circulate new filings to FR team (.2); update case calendar (.2).	0.40
03/15/19	SM	002 Monitor docket and circulate filings to FR team (.2); update case calendar (.3).	0.50
03/18/19	SM	002 Circulate new filings to FR team.	0.30
03/19/19	SM	002 Monitor docket and circulate new filings to FR team (.3); update case calendar (.6).	0.90
03/19/19	SDL	002 Update case calendar.	1.40
03/20/19	SM	002 Review and circulate new filings (.2); update case calendar (.2).	0.40
03/20/19	SDL	002 Update case calendar.	1.30
03/21/19	SDL	002 Update case calendar.	0.70
03/22/19	SM	002 Circulate new filings to FR team.	0.20
03/26/19	SLB	002 Attention to case admin and scheduling in connection with upcoming deadlines.	0.80
03/26/19	SM	002 Circulate new filings to FR team.	0.20
03/27/19	SM	002 Review and circulate new filings to FR team (.2); update case calendar (.2).	0.40
03/29/19	SM	002 Monitor docket and circulate new filings to FR team (.3); update case calendar (.2).	0.50
03/04/19	SLB	003 Review Akin invoices for privilege (1.6); communications with Z. Lanier re fee statements (.3); review interim comp order (.1); review UST guidelines (.4).	2.40
03/04/19	ZDL	003 Communications with S. Brauner re fee statements (.3); review fee statement (.2).	0.50
03/04/19	JES	003 Review Akin invoice for privilege and confidentiality.	2.90
03/05/19	LDB	003 Review Akin invoice for privilege and confidentiality.	5.00
03/06/19	ZDL	003 Participate on call with FR and litigation team members re review of invoices for compliance with UST guidelines (.5); review November invoice for confidentiality, privilege and compliance (1.6); review draft fee statement (.3).	2.40
03/06/19	EMB	003 Prepare for (.3) and participate in (.5) call with members of litigation and FR teams re review of invoices.	0.80
03/06/19	SM	003 Attend call with FR and litigation team members re reviewing invoices for privilege and confidentiality (.5); review Akin invoice for privilege and confidentiality (3.2).	3.70
03/06/19	JES	003 Participate on call with members of FR and litigation teams re invoices (.5); review Akin invoice for privilege and confidentiality (5.6).	6.10
03/07/19	SLB	003 Review Akin invoices for privilege (1.2); internal communications with FR and litigation team members re the same (.3).	1.50

SEARS CREDITORS COMMITTEE
Bill Number: 1832112

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/07/19	ZDL	003 Review invoice for compliance with UST guidelines (2.9); communications with members of FR and litigation teams re same (.3).	3.20
03/07/19	MC	003 Review Akin invoice for privilege and confidentiality (4.5); communications with FR team members re same (.3).	4.80
03/07/19	SM	003 Review Akin invoice for privilege and confidentiality (2.6); communications with members of litigation and FR teams re same (.3).	2.90
03/08/19	SLB	003 Review Akin invoices for privilege (.5); communications with Z. Lanier re same (.5).	1.00
03/08/19	ZDL	003 Review Akin invoice for privilege and confidentiality (.7); communications with S. Brauner re same (.5); compile write-off amounts (.3).	1.50
03/08/19	EMB	003 Review Akin invoice for privilege and confidentiality.	0.80
03/08/19	MC	003 Review Akin invoice for privilege and confidentiality.	2.20
03/09/19	EMB	003 Review Akin invoice for privilege and confidentiality.	0.20
03/11/19	SLB	003 Review and comment on Akin Fee Statement (.9); oversee filing of the same (.3).	1.20
03/11/19	ZDL	003 Revise November fee statement based on comments from S. Brauner.	0.50
03/11/19	JES	003 Review invoice for privilege and confidentiality (5.2); draft Akin Gump fee statement for month of November (3.0).	8.20
03/11/19	SDL	003 File (.4) and serve (.4) Akin Gump fee statement.	0.80
03/12/19	SLB	003 Review invoice for privilege.	0.30
03/12/19	ZDL	003 Coordinate drafting of fee application (.2); review guidelines and interim comp order re same (.4).	0.60
03/12/19	EMB	003 Review invoice for privilege and confidentiality.	0.10
03/12/19	JES	003 Draft first interim fee application.	6.90
03/13/19	ZDL	003 Review invoice for compliance with UST guidelines.	1.20
03/13/19	SDL	003 File certificate of service for Akin fee statement.	0.30
03/14/19	SLB	003 Review invoice for privilege.	0.90
03/15/19	SLB	003 Review Akin invoice for privileged information (4.4); participate on call with members of litigation and FR teams re fee application process (.4).	4.80
03/15/19	JPK	003 Attend call with members of FR and litigation team members to discuss fee application (.4); follow-up communications re same (.2).	0.60
03/15/19	ZDL	003 Attend call with members of FR and litigation teams re fee application (.4); follow-up communications re same (.1).	0.50
03/17/19	ZDL	003 Revise fee application (2.1); review fee statement (.3); review invoice for privilege and compliance with UST guidelines (4.5).	6.90
03/17/19	JES	003 Review invoice for privilege and confidentiality.	4.00
03/18/19	SLB	003 Review Akin invoices for privilege (2.0); multiple communications with Z. Lanier re the same and fee application (1.5).	3.50
03/18/19	ZDL	003 Review Akin invoice for privilege and compliance with UST guidelines (1.7); multiple communications with S. Brauner re same and fee application (1.5).	3.20
03/18/19	SBA	003 Draft summary of real estate tasks for interim fee application.	2.90
03/19/19	SLB	003 Confer with J. Szydlo and S. Mahkamova re open billing issues and fee application (1.0); multiple communications with Z. Lanier re same (.5); review Akin invoices for privilege (4.8).	6.30
03/19/19	ZDL	003 Communications with S. Brauner re fee statements and bills (.5); review invoices for privilege and compliance with UST guidelines (3.1).	3.60
03/19/19	SBA	003 Revise real estate insert for fee application.	2.40
03/19/19	SM	003 Review Akin invoice for privilege and confidentiality (4.9); confer with S. Brauner and J. Szydlo re same (1.0).	5.90
03/19/19	JES	003 Review Akin invoice for privilege and confidentiality (3.2); confer with S. Brauner and S. Mahkamova re same (1.0).	4.20
03/19/19	SDL	003 Draft December fee statement.	0.50
03/20/19	APM	003 Draft corporate and tax inserts for Akin Gump fee application.	1.50
03/20/19	JPK	003 Draft litigation section of fee application.	3.60
03/21/19	SLB	003 Review Akin invoices for privilege (1.0); multiple internal	1.70

SEARS CREDITORS COMMITTEE
Bill Number: 1832112Page 4
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/21/19	ZDL	003 communications with FR and corporate team members re the same (.7). Review invoice for privilege and confidentiality (3.8); communications with FR and corporate team members re same (.4).	4.20
03/21/19	SM	003 Review invoice for privilege and confidentiality (4.0); communications with members of FR team re same (.3).	4.30
03/21/19	JES	003 Draft sections of Akin Gump's First Interim Fee Application.	4.90
03/21/19	SDL	003 Draft fee statement.	1.50
03/22/19	ZDL	003 Review invoice for privilege and confidentiality (2.2); communications with FR team members re same (.5).	2.70
03/22/19	JES	003 Draft sections of Akin Gump's First Interim Fee Application (6.5); review invoice for privilege and confidentiality (2.7); communications with members of FR team re same (.6).	9.80
03/23/19	JES	003 Draft sections of Akin Gump's First Interim Fee Application.	4.20
03/25/19	ZDL	003 Review invoice for privilege and compliance with UST guidelines (2.1); communications with accounting department re invoice (1.1); review December fee statement and provide comments to same (.7); communications with J. Szydlo re fee application (.2); review same (.9).	5.00
03/25/19	JES	003 Revise Akin Gump's First Interim Fee Application (6.0); communications with Z. Lanier re same (.2); review pleadings in connection with same (1.6); review and revise Akin Gump's Third Monthly Fee Statement (1.0).	8.80
03/25/19	SDL	003 Draft December fee statement.	2.70
03/26/19	SLB	003 Review and comment on Akin December fee statement (1.5); coordinate filing of the same (.5).	2.00
03/26/19	JES	003 Finalize Akin Gump's Third Monthly Fee Statement for filing (.5); revise Akin Gump's First Interim Fee Application (7.2).	7.70
03/26/19	SDL	003 File Akin fee statement (.3); serve the same (.3).	0.60
03/27/19	APM	003 Revise tax insert for fee application.	0.50
03/27/19	SLB	003 Review specialty group inserts for fee application.	1.40
03/27/19	JES	003 Revise Akin Gump's First Interim Fee Application (10.9); correspondence with A. Farovitch re same (.4).	11.30
03/27/19	ASF	003 Draft insert to fee application (1.3); correspond with J. Szydlo re same (.4).	1.70
03/28/19	SLB	003 Communications with J. Szydlo re fee application.	0.40
03/28/19	JES	003 Review and revise Akin Gump's First Interim Fee Application (6.9); communications with S. Brauner re same (.4).	7.30
03/28/19	ASF	003 Draft and revise insert for Akin fee application.	2.70
03/29/19	APM	003 Review and revise insert for Akin fee application.	1.00
03/29/19	SLB	003 Review Akin invoices for privileged information (.5); communications with Z. Lanier and J. Szydlo re same (.4).	0.90
03/29/19	ZDL	003 Review January invoice for privilege and compliance with UST guidelines (3.7); communications with S. Brauner and J. Szydlo re same (.4).	4.10
03/29/19	JES	003 Revise Akin Gump's First Interim Fee Application (10.2); communications with S. Brauner and Z. Lanier re invoices (.4).	10.60
03/30/19	ZDL	003 Review invoice for privilege and compliance with UST guidelines (3.1); review fee application (1.4).	4.50
03/30/19	ASF	003 Revise insert to fee application.	0.30
03/31/19	SLB	003 Review Akin invoices for privilege.	5.80
03/01/19	SLB	004 Communications with FTI and Houlihan re UCC professionals' fee statements.	0.40
03/01/19	ZDL	004 Review FTI invoice for privilege and confidentiality.	1.20
03/04/19	SLB	004 Multiple communications with HL and FTI re fee statements (.7); review and comment on the same (.5); oversee and coordinate filing and service of the same (.5).	1.70
03/04/19	SDL	004 File (.5) and serve (.2) HL fee statement; file (.3) and serve (.1) FTI fee statement; draft certificates of service re FTI and HL fee statements (.8).	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/13/19	SLB	004 Multiple communications with Committee professionals re submission of fee applications and related procedures.	0.80
03/14/19	ZDL	004 Communications with HL re fee application issues.	0.20
03/15/19	ZDL	004 Call with RERC re declaration of disinterestedness.	0.30
03/18/19	ZDL	004 Review fee statements submitted by other UCC professionals.	0.50
03/19/19	ZDL	004 Review HL fee application.	0.70
03/21/19	SLB	004 Correspondence with FTI re monthly fee statement (.2); review the same (.3).	0.50
03/21/19	ZDL	004 Review FTI fee statement.	0.30
03/22/19	SDL	004 File (.3) and serve (.2) FTI fee statement; file certificate of service re the same (.1).	0.60
03/25/19	SLB	004 Review Debtor and RSC professionals' fee statements.	0.50
03/26/19	SLB	004 Review UCC professionals' fee statements (.6); communications with UCC professionals re the same (.6).	1.20
03/26/19	ZDL	004 Review HL fee statement for January.	0.80
03/27/19	SLB	004 Review and coordinate filing of UCC professionals' fee statements (.5); communications with UCC professionals re same (.3).	0.80
03/27/19	SDL	004 File (.2) and serve (.3) HL fee statement; file certificate of service re the same (.3).	0.80
03/28/19	SLB	006 Review precedent for HL supplemental disclosure.	0.50
03/29/19	ZDL	006 Communications with HL team re supplemental conflicts disclosure.	0.90
03/01/19	SLB	007 Communications with creditors re case status and next steps.	0.90
03/04/19	SLB	007 Communications with creditors re case status and open issues.	1.20
03/04/19	JES	007 Communications with creditor re case status.	0.50
03/05/19	SLB	007 Multiple communications with creditors re status and open issues (.9); communications with Committee member re same (.3).	1.20
03/06/19	ZDL	007 Communications with creditors re case status and claims information.	1.10
03/07/19	JLS	007 Prepare for (.3) and participate on (.5) call with Committee re case status and tasks.	0.80
03/07/19	HBJ	007 Participate in Committee call.	0.50
03/07/19	ISD	007 Prepare for (.1) and participate in Committee update call (.5); follow up with members of FR and lit team (.4).	1.00
03/07/19	PCD	007 Participate on Committee call (.5); follow-up communications re same (.4).	0.90
03/07/19	APM	007 Participate in UCC update call (.5); follow-up communications re same (.5).	1.00
03/07/19	SLB	007 Prepare materials and agenda for (.9) and participate on (.5) Committee call; communications with creditors re status and open case issues (.7); communications with Z. Lanier re responding to creditor inquiries (.2).	2.30
03/07/19	ZDL	007 Prepare for (.2) and participate on (.5) call with Committee re case status; follow-up communications re same (.2); communications with creditors re case issues (.2); communications with S. Brauner re same (.2).	1.30
03/07/19	SM	007 Prepare materials for Committee call.	1.10
03/08/19	SLB	007 Communications with creditors re open case issues (.6); communications with Z. Lanier re responding to the same (.2).	0.80
03/08/19	ZDL	007 Communications with creditors re case status and claims process (.6); communications with S. Brauner re same (.2).	0.80
03/11/19	SLB	007 Communications with creditors re case status.	0.60
03/11/19	ZDL	007 Communications with creditors re case status.	1.10
03/13/19	ZDL	007 Communications with creditors re case status.	0.30
03/13/19	JES	007 Communications with creditor re case issues.	0.40
03/14/19	SLB	007 Correspondence with Committee members re scheduling of Committee calls and next steps.	0.40
03/14/19	ZDL	007 Communications with creditors re case status.	0.80
03/17/19	ZDL	007 Correspondence with Committee re recently filed documents.	0.20
03/18/19	ZDL	007 Multiple communications with creditors re case status, upcoming	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		hearing and related inquiries.	
03/19/19	ZDL	007 Communications with creditor re case questions.	0.30
03/20/19	ZDL	007 Correspondence with members of Committee re case status and updates (.6); communications with creditors re case issues (.3).	0.90
03/21/19	SLB	007 Communications with Committee members re upcoming Committee call and related issues.	0.50
03/22/19	JLS	007 Participate on call with committee re case status and strategy.	0.50
03/22/19	SLB	007 Prepare for (.2) and participate on (.5) Committee call.	0.70
03/22/19	ZDL	007 Prepare for (.1) and attend (.5) weekly Committee call.	0.60
03/22/19	JES	007 Prepare materials for Committee Call.	0.20
03/25/19	ZDL	007 Communications with creditor re case issues.	0.40
03/26/19	ZDL	007 Communications with creditor's counsel re case issues and questions.	0.90
03/27/19	SLB	007 Communications with creditor re case status (.7); communications with Z. Lanier re scheduling of upcoming Committee calls (.4).	1.10
03/27/19	ZDL	007 Communications with creditors re case questions (.5); communications with S. Brauner re upcoming Committee calls (.4).	0.90
03/15/19	SM	008 Organize documents for upcoming hearing.	0.70
03/18/19	SDL	008 Prepare materials for hearing and coordinate logistics in connection with same.	3.70
03/19/19	SLB	008 Communications with S. Mahkamova re preparation for hearing (.5); review draft agenda for same (.3).	0.80
03/19/19	SM	008 Organize materials for hearing (.8); communications with S. Brauner re same (.5).	1.30
03/19/19	SDL	008 Compile hearing binders.	2.60
03/20/19	SLB	008 Review pleadings re APA disputes and turnover request in preparation for hearing.	2.10
03/20/19	SM	008 Review hearing materials prepared by S. Levy.	0.30
03/20/19	SDL	008 Compile binder for hearing (4.3); organize additional hearing materials (.5).	4.80
03/21/19	JLS	008 Prepare for (1.5) and attend (2.0) omnibus hearing; follow-up communications re same (.5).	4.00
03/21/19	ISD	008 Prepare for (.9) and attend (2.0) court hearing re APA disputes; follow-up communications re same (.6).	3.50
03/21/19	PCD	008 Prepare for (.4) and attend (2.0) court hearing; follow-up communications re same (.3).	2.70
03/21/19	SLB	008 Prepare for (.4) and attend (2.0) hearing; revise summary of the same (.3); follow-up communications with UCC professionals re same (.4).	3.10
03/25/19	SDL	008 Circulate hearing transcript.	0.10
03/01/19	SLB	011 Communications with Committee member re rejection of Seritage lease (.3); correspondence to Weil re same (.1); analyze the same (.5); prepare correspondence to Committee re same (.2).	1.10
03/04/19	SLB	011 Communications with Committee member re rejection of Seritage Master Lease (.4); correspondence with Weil re same (.2).	0.60
03/06/19	ZDL	011 Review contract rejection procedures motion (.4); provide comments to same (.3).	0.70
03/07/19	SLB	011 Review filed version of contract rejection procedures motion (.2); correspondence with Weil re same (.3).	0.50
03/07/19	ZDL	011 Communications with Weil re contract rejection procedures.	0.10
03/15/19	SLB	011 Communications with Weil re contract rejection procedures order.	0.40
03/17/19	SLB	011 Correspondence with Weil re contract rejection procedures order.	0.20
03/18/19	SLB	011 Communications with Weil re contract rejection procedures order (.4); draft correspondence to Committee re same (.3).	0.70
03/27/19	SLB	011 Review lease rejection notice.	0.30
03/04/19	SLB	012 Communications w/ FTI and Weil re Memphis Warehouse litigation settlement (.5); analyze open issues re same (.4).	0.90
03/07/19	ZDL	012 Review preference work proposals.	0.30
03/08/19	PCD	012 Communications with Weil re preference analyses (.4); review materials	0.70

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		re same (.3).	
03/08/19	SLB	012 Communications with ASK re preference analysis (.5); prepare correspondence to Weil re the same (.3).	0.80
03/09/19	SLB	012 Review correspondence with Weil re preference proposals.	0.20
03/10/19	AQ	012 Review and analyze documents re Sears Canada claims.	1.00
03/11/19	AQ	012 Review and analyze documents re Sears Canada claims (.8); communications with Sears Canada litigation trustee re claim issues (.5).	1.30
03/12/19	JLS	012 Revise amended claims objection.	1.00
03/12/19	AQ	012 Communications with Sears Canada parties re Canadian entity dividend claims.	0.50
03/12/19	ALK	012 Review and analyze draft claims objection and underlying debt documents.	2.50
03/12/19	RT	012 Review issues in connection with the claims objection.	0.70
03/12/19	SLB	012 Review draft motion re claims objections and settlements (.6); communications with Z. Lanier re same (.3); communications with Weil re same (.3); confer with J. Szydlo re research in connection with the same (.4); review research re same (.3).	1.90
03/12/19	JAL	012 Review and revise objection to claims (5.3); conduct research in connection with same (1.1).	6.40
03/12/19	ZDL	012 Review proposed procedures re claims objections, settlements and hearings (1.2); communications with S. Brauner re same (.3); call with Weil re same (.1); review precedent re same (.3).	1.90
03/12/19	JES	012 Conduct research re claims issues (3.5); confer with S. Brauner re same (.4).	3.90
03/13/19	JLS	012 Revise draft claims objection.	1.30
03/13/19	ALK	012 Review and analyze claims objection and related case law (1.6); review and revise draft of same (2.1); communications with J. Latov re same (.6).	4.30
03/13/19	SLB	012 Review and revise memorandum re Sears Canada claims (2.4); review revised draft of claims objection procedures (.3); communications with Weil re same (.4); review sale documents in connection with the same (.5).	3.60
03/13/19	JAL	012 Continue to draft claims objection (3.5); conduct research in connection with same (4.2); communications with A. Koo re same (.6).	8.30
03/13/19	ZDL	012 Conduct research re claim issues (1.7); review background materials re same (.2); review revised motion and order re claims settlements (.4).	2.30
03/14/19	ALK	012 Review and revise draft claims objection (.9); communications with J. Latov re same (.3).	1.20
03/14/19	JAL	012 Draft section of claims objection (3.8); communications with A. Koo re same (.3).	4.10
03/15/19	AQ	012 Review and analyze documents re Sears Canada dividend litigation and potential claim against the Debtors.	1.30
03/15/19	ALK	012 Review and revise draft claims objection (1.8); analyze open issues and related documents in connection with same (1.2); communications with J. Latov re same (.7).	3.70
03/15/19	JAL	012 Revise draft claims objection (1.3); communications with A. Koo re same (.7).	2.00
03/18/19	JLS	012 Review and revise draft claims objection (1.0); communications with A. Koo re same (.3).	1.30
03/18/19	AQ	012 Communications with counsel re Sears Canada dividend claim.	0.20
03/18/19	HLP	012 Revise draft objection to ESL's unsecured claims (.8); communications with S. Brauner re same (.2).	1.00
03/18/19	ALK	012 Communications with J. Sorkin re draft claims objection (.3); communications with J. Latov re same (.9); analyze open issues in connection with same (1.0).	2.20
03/18/19	SLB	012 Communications with H. Peckham re claims analysis (.4); review revised draft claims procedures order (.2); communications with Weil re	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		the same (.2).	
03/18/19	JAL	012 Revise draft objection to claims (7.3); communications with A. Koo re same (.9).	8.20
03/18/19	ZDL	012 Review revised claim objection (.9); review revised claim procedures motion (.2).	1.10
03/19/19	JLS	012 Review draft claims objection.	0.50
03/19/19	ALK	012 Review comments to claims objection (1.0); review correspondence from litigation team re claims objection and credit facilities (.6); analyze credit facility documents relating to claims objection issues (.8).	2.40
03/19/19	SLB	012 Communications with ASK re preference analysis (.3); review draft claims analysis and comment on the same (1.8); communications with J. Latov re same (.3); review debt documents in connection with the same (.5).	2.90
03/19/19	JAL	012 Revise draft objection to claims (2.8); communications with S. Brauner re claims analysis (.3).	3.10
03/20/19	ALK	012 Review and revise draft claims objection.	1.20
03/22/19	SLB	012 Call with Committee member re claims reconciliation process (.6); review recent filings re same (.3).	0.90
03/22/19	SM	012 Review PBGC stipulation re settlement of claims and ESL response to same.	0.60
03/27/19	SLB	012 Communications with ASK and Weil re preference analysis and related issues.	0.80
03/28/19	AQ	012 Review and analyze correspondence re Sears Canada claims.	0.30
03/28/19	SLB	012 Analyze issues re Sears Canada claims (1.5); review PBGC settlement motion and agreement (2.4); internal communications with members of FR team re same (.6); analyze open issues re same (1.5); review correspondence from Weil re same (.3).	6.30
03/28/19	ZDL	012 Conduct research re PBGC settlement issues (1.9); review draft motion and settlement agreement re same (1.2); review case law re same (2.4); communications with FR team members re same (.3).	5.80
03/28/19	SM	012 Conduct research and draft memorandum re PBGC settlement issues (5.8); communications with members of FR team re same (.4).	6.20
03/29/19	AQ	012 Review and analyze research re Sears Canada dividend.	0.50
03/29/19	ZDL	012 Prepare summary of issues raised by PBGC settlement (4.0); review statutes and case law re same (1.2); communications with S. Mahkamova re same (.2).	5.40
03/29/19	SM	012 Revise memorandum re PBGC settlement (.7); communications with Z. Lanier re same (.2).	0.90
03/30/19	SLB	012 Communications with FR and litigation team members re open issues in connection with Sears Canada claims (.8); review materials in connection with the same (1.0); prepare summary of the same (.5).	2.30
03/30/19	ZDL	012 Communications with FR and litigation team members re background research for potential Sears Canada claim (.8); review materials re same (.2).	1.00
03/30/19	KGD	012 Communications with FR team members re Sears Canada claim.	0.40
03/31/19	SLB	012 Analyze open issues in connection with Sears Canada claims (1.3); review summary of the same (.4).	1.70
03/01/19	DLC	013 Prepare for and participate in meet and confer with Cushman (.5); confer with Paul Weiss re investigation (.5); communications with FTI re next steps (.3); review interview transcripts in connection with same (3.9).	5.20
03/01/19	RT	013 Review outline of preserved claims in connection with prepetition transactions.	0.60
03/01/19	JPK	013 Coordinate with H5 to inventory incoming third party document productions.	1.00
03/01/19	KGD	013 Draft memorandum re preserved causes of action.	1.00
03/01/19	JRK	013 Review electronic discovery documents related to prepetition transactions.	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/01/19	PJG	013 Draft chronological summary of prepetition transactions.	0.90
03/02/19	DLC	013 Communications with FTI re prepetition transactions.	0.20
03/02/19	RT	013 Review prepetition claims investigation memos.	0.60
03/02/19	JRK	013 Revise outline re preserved estate causes of action.	1.40
03/02/19	PJG	013 Conduct research re issues in connection with preserved claims based on prepetition transactions.	0.30
03/03/19	SLB	013 Review memo re prepetition transactions.	1.80
03/04/19	DLC	013 Review interview transcripts re preserved causes of action (4.1); summarize same (2.0); communications with R. Tucker re subpoena (2); follow-up communications with Paul Weiss re same (4).	6.70
03/04/19	RT	013 Analyze issues re additional discovery in connection with investigation.	0.40
03/04/19	SLB	013 Communications with Committee member re Seritage subpoena.	0.40
03/05/19	JLS	013 Participate on call with UCC advisors re investigation status and tasks (5); review and analyze documents and pleadings in connection with investigation (5).	1.00
03/05/19	RJC	013 Review and analyze board materials in connection with investigation.	2.30
03/05/19	DLC	013 Participate on call with UCC advisors re investigation (5); communications with litigation team members re discovery in connection with same (2); communications with PW re same (3).	1.00
03/05/19	RT	013 Review deposition and interview transcripts (1.4); review and revise draft chart of additional potential defendants (1.1); correspond with members of litigation team re additional discovery needed for investigation (4).	2.90
03/05/19	JPJ	013 Inventory third party document productions.	0.80
03/05/19	JRK	013 Conduct research related to prepetition transactions (1.3); draft summary outlines re the same (1.3); correspond with e-discovery group re organization and preparation of electronic discovery documents (3).	2.90
03/05/19	PJG	013 Conduct research re prepetition transactions (1.5); communications with members of litigation team re additional discovery (2).	1.70
03/06/19	JLS	013 Participate in meeting with litigation team members re investigation status and tasks (1.0); analyze issues and review documents and pleadings in connection with claims investigation (2.5).	3.50
03/06/19	AQ	013 Attend meeting with litigation team members re status of investigation.	1.00
03/06/19	RJC	013 Conduct research and compile board documents in connection with prepetition transactions (2.8); review and analyze documents re same (1.7); attend litigation team meeting re investigation tasks and strategy (1.0).	5.50
03/06/19	DLC	013 Review interview transcripts and summarize same (1.6); participate in meeting with members of litigation team re investigation status (1.0); draft task list re same (1.0); participate in meet and confer with Seritage (4); communications with PW re Fairholme discovery requests (5); review analyses re additional discovery issues (3).	4.80
03/06/19	RT	013 Review open issues re prepetition transactions (4); review memorandum re same (4); draft correspondence re discovery needs for continued investigation (3); attend meeting (telephonically) with litigation team members re continued investigation and next steps in case (1.0); review subpoenas served by Restructuring Subcommittee (1.1).	3.20
03/06/19	JPJ	013 Attend litigation team meeting re investigation status (1.0); correspond with H5 team to inventory incoming document productions (5).	1.50
03/06/19	JRK	013 Conduct research related to prepetition transactions (2.5); attend meeting with members of litigation team re status of investigation (1.0).	3.50
03/06/19	MC	013 Conduct research re prepetition transactions.	3.50
03/06/19	PJG	013 Attend meeting with members of litigation team re investigation (1.0); review materials in connection with same (2).	1.20
03/07/19	JLS	013 Confer with A. Qureshi re discovery and interviews in connection with investigation (3); analyze open issues in connection with same (1).	0.40
03/07/19	AQ	013 Confer with J. Sorkin re investigation.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/07/19	RJC	013 Create searches in database for document categories and review documents for key issues.	6.10
03/07/19	DLC	013 Communications with Paul Weiss re discovery.	0.80
03/07/19	RT	013 Review documents in connection with investigation.	0.40
03/07/19	JPk	013 Inventory incoming third party document productions.	1.10
03/08/19	RJC	013 Review and analyze documents re prepetition transactions.	6.90
03/08/19	DLC	013 Participate in meet and confer with Cushman.	0.20
03/08/19	RT	013 Draft plan for document review and investigation of additional directors (.8); review inventory and summary of document productions (.2); review research and summary of information re prepetition transactions (.5).	1.50
03/08/19	JPk	013 Inventory incoming third party productions.	1.50
03/09/19	DLC	013 Communications with Paul Weiss re discovery.	0.20
03/11/19	JLS	013 Review and respond to correspondence re investigation and documents.	0.70
03/11/19	RJC	013 Conduct research in connection with investigation (2.3); review documents re prepetition transactions (3.4); confer with D. Chapman re Cushman appraisals (.4).	6.10
03/11/19	DLC	013 Communications with Paul Weiss re investigation (.2); participate in meet and confer with Seritage (.7); communications with R. Tizraveshe re document production issues (.4); confer with R. Collins re Cushman issues (.4); review and analyze deposition transcripts (4.5).	6.20
03/11/19	RT	013 Draft search term and document review plan for document review (1.2); communications with D. Chapman re updates to inventory of documents (.4); communications with P. Glackin re subpoenas to ESL affiliates (.2); review materials re subpoenas (.9).	2.70
03/11/19	JPk	013 Inventory incoming third party document productions.	2.00
03/11/19	JRK	013 Conduct research and draft summary re prepetition transactions.	0.40
03/11/19	PJG	013 Review R. Tizraveshe's proposed search terms for document review (.2); communications with R. Tizraveshe re subpoenas for information (.2); draft subpoena for information (1.5).	1.90
03/12/19	JLS	013 Review and respond to correspondence re investigation.	0.40
03/12/19	AQ	013 Review and analyze materials re prepetition transactions.	0.70
03/12/19	RJC	013 Review and analyze documents re prepetition transactions.	6.90
03/12/19	DLC	013 Review interview transcripts (3.2) and key documents (.7) in connection with the investigation; communications with counsel to ESL re same (.5); communications with FTI re same (.8).	5.20
03/12/19	RT	013 Review updated inventory of document productions (.2); correspondence with e-discovery team re document searches for continued investigation (1.2); review draft subpoena to ESL (.4).	1.80
03/12/19	JPk	013 Inventory incoming third party document productions.	1.00
03/12/19	JRK	013 Correspondence with P. Glackin re review of discovery documents (.3); prepare tagging palette (.8); draft document review protocol memorandum (.9).	2.00
03/12/19	PJG	013 Conduct research in connection with Rule 2004 discovery issues (3.4); correspondence with J. Kulikowski re document review (.3); draft subpoena in connection with investigation (.4).	4.10
03/13/19	RJC	013 Review and analyze documents in connection with prepetition transactions.	5.50
03/13/19	DLC	013 Review key documents in connection with ongoing investigation (1.0); communications with Davis Polk re open discovery issues (.5); draft and send letter to Weil re document production (1.0).	2.50
03/13/19	RT	013 Review and revise draft tagging palette (1.2); correspondence with J. Kulikowski re same (.4); coordinate document review in connection with continued investigation (.2); correspondence with e-discovery team re document searches (.3).	2.10
03/13/19	JRK	013 Revise draft tagging palette (.4); correspondence with R. Tizraveshe re the same (.4).	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/14/19	JLS	013 Review and analyze documents and tasks in connection with investigation.	0.80
03/14/19	RJC	013 Review and analyze documents in connection with prepetition transactions (7.2); confer with D. Chapman re same (.5); review materials from financial expert and draft summary for D. Chapman re same (.3).	8.00
03/14/19	DLC	013 Confer with R. Collins re document review in connection with prepetition transactions.	0.50
03/14/19	RT	013 Communications with J. Kulikowski re investigation tagging palette (.2); correspondence with E-Discovery team re document review issues (.4).	0.60
03/14/19	KGD	013 Review draft investigation tagging palette.	0.20
03/14/19	JRK	013 Revise draft tagging palette (.2); communications with R. Tizraves re same (.2).	0.40
03/15/19	RJC	013 Review and analyze documents (2.1) and prepare memoranda (3.3) in connection with prepetition transactions; confer with D. Chapman re same (.6).	6.00
03/15/19	DLC	013 Review memoranda from R. Collins re open investigation issues (1.4); confer with R. Collins re same (.6); communications with Z. Lanier re preserved claims (.4).	2.40
03/15/19	ZDL	013 Communications with D. Chapman re potential proceeds from preserved claims (.4); review materials in connection with same (.9).	1.30
03/16/19	KGD	013 Analyze open issues in connection with prepetition transactions.	0.60
03/18/19	JLS	013 Meet with litigation team members re investigation status and tasks (.7); review and respond to correspondence in connection with investigation (.5).	1.20
03/18/19	RJC	013 Attend meeting with litigation team members re investigation work streams (.7); review and prepare materials in connection with prepetition transactions for financial experts (5.1).	5.80
03/18/19	DLC	013 Review key documents in connection with investigation (2.6); prepare for (.3) and participate in (.7) meeting with litigation team members re investigation workstreams; communications with opposing counsel and FTI re Duff interview (.3).	3.90
03/18/19	JPK	013 Attend meeting with members of litigation team to discuss upcoming work streams in connection with investigation (.7); analyze open issues in connection with same (.5).	1.20
03/19/19	JLS	013 Review open issues in connection with investigation.	0.30
03/19/19	DCV	013 Analyze prepetition transactions re IP issues.	1.70
03/19/19	RJC	013 Review and analyze documents in connection with prepetition transactions (4.6); prepare binder set of key issues in connection with same (1.5); communications with D. Chapman re same (.5).	6.60
03/19/19	DLC	013 Communications with Paul Weiss re Marcinkowski interview (.3); revise subpoenas in connection with investigation (.5); communications with R. Collins re document review and binders (.5); communications with FTI re key discovery documents (.4); review correspondence with Fried Frank re investigation (.3).	2.00
03/19/19	RT	013 Review and revise draft investigation subpoenas (.8); analyze open document review issues (.4).	1.20
03/19/19	PJG	013 Draft subpoenas in connection with investigation.	2.70
03/20/19	RJC	013 Review and analyze documents in connection with prepetition transactions (4.4); review and comment on discovery terms received from Paul Weiss (2.8).	7.20
03/20/19	DLC	013 Revise draft document requests in connection with investigation (.6); communications with Paul Weiss re same (.3); review and comment on draft subpoenas (1.0).	1.90
03/20/19	PJG	013 Revise draft subpoenas in connection with investigation.	1.40
03/21/19	JLS	013 Review correspondence and key discovery documents in connection with investigation.	1.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/21/19	RJC	013 Review and analyze documents in connection with prepetition transactions (6.0); confer with D. Chapman re investigation (.4).	6.40
03/21/19	DLC	013 Review revised investigation subpoenas (.2); confer with R. Collins re investigation (.4).	0.60
03/21/19	JPK	013 Review background materials in connection with investigation.	0.60
03/21/19	PJG	013 Circulate revised draft subpoena to litigation team members.	0.10
03/22/19	RJC	013 Review and analyze documents in connection with prepetition transactions (5.0); draft correspondence to D. Chapman re open issues in connection with same (1.2).	6.20
03/22/19	DLC	013 Review correspondence from R. Collins re investigation discovery issues.	0.40
03/22/19	PJG	013 Circulate revised draft subpoena to additional litigation team members.	0.10
03/25/19	JLS	013 Review subpoenas in connection with investigation (.3); internal communications with members of litigation team re same (.2).	0.50
03/25/19	APM	013 Review and analyze potential issues in connection with preserved claims.	0.90
03/25/19	ALK	013 Communications with litigation team members re investigation and document review (.8); review discovery materials (1.2).	2.00
03/25/19	RJC	013 Review and analyze documents in connection with prepetition transactions (6.1); communications with members of litigation team re document review (.2).	6.30
03/25/19	DLC	013 Communications with litigation team members re discovery and investigation.	0.20
03/25/19	RT	013 Communications with members of litigation team re document review (.8); review and analyze documents in connection with continued investigation (1.7); correspondence with H5 re document searches and review issues (.6).	3.10
03/25/19	JPK	013 Review and analyze documents in preparation for Duff and Phelps interview.	8.80
03/25/19	JRK	013 Draft sections of memorandum re document review protocol in connection with prepetition transactions investigation (1.1); communications with litigation team members re document review (.4); coordinate document review (.3).	1.80
03/25/19	PJG	013 Draft insert to memorandum re document review protocol in connection with investigation.	1.60
03/26/19	JLS	013 Review correspondence from R. Collins re investigation.	0.50
03/26/19	HLP	013 Attend call with litigation team members re ongoing document review for investigation (.3); review memorandum re document review protocol (1.5); conduct first level review of electronic discovery documents (1.2).	3.00
03/26/19	ALK	013 Review document review protocol memorandum in connection with further investigation of prepetition transactions (1.2); participate on call with litigation team members re document review (.3).	1.50
03/26/19	RJC	013 Review and analyze documents in connection with prepetition transactions (4.9); draft correspondence to D. Chapman and J. Sorkin re document review findings (.9); attend call with litigation team members re document review (.3).	6.10
03/26/19	DLC	013 Review correspondence from R. Collins re document review findings.	0.60
03/26/19	RT	013 Review and revise draft document review protocol memorandum (.6); correspondence with J. Kulikowski re document review (.5); participate on call with litigation team members re document review plan and investigation needs (.3); participate on call with J. Kulikowski and P. Glackin re same (.2); correspondence with H5 re document review issues (.5); coordinate document review for Director investigation (.7); review correspondence from Restructuring Subcommittee re production of documents (.4).	3.20
03/26/19	JPK	013 Review documents in preparation for Duff and Phelps interview (5.3); attend call with members of litigation team to discuss document review	5.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.3).	
03/26/19	KGD	013 Attend call with members of litigation team re document review (.3); review document review protocol memorandum (.7); conduct first level document review (.4).	1.40
03/26/19	EMB	013 Attend call with litigation team members re document review (.3); review document review protocol memorandum (.4).	0.70
03/26/19	JRK	013 Revise memorandum re document review protocol and circulate to members of the litigation team (.6); correspondence with R. Tizraveshe re the same (.5); attend call with members of the litigation team re document review (.3); participate on call with R. Tizraveshe and P. Glackin re same (.2); conduct research related to prepetition transactions investigation (3.5).	5.10
03/26/19	PJG	013 Participate on call with J. Kulikowski and R. Tizraveshe re document review (.2); attend call with litigation team members re same (.3).	0.50
03/26/19	CHH	013 Attend call with litigation team members re document review (.3); review and analyze documents and background materials in connection with prepetition transactions (4.1).	4.40
03/27/19	HLP	013 Conduct first level review of electronic discovery documents related to investigation.	1.80
03/27/19	ALK	013 Review background materials and documents in connection with investigation (1.5); communications with R. Tizraveshe re same (.1).	1.60
03/27/19	RJC	013 Review and analyze documents in connection with prepetition transactions (5.9); prepare documents for transmittal to financial advisors (.3).	6.20
03/27/19	DLC	013 Review Duff interview outline (.3); confer with J. Kane re same (.2).	0.50
03/27/19	RT	013 Coordinate document review for ongoing investigation (.3); correspondence with H5 re document review issues (.2); review produced documents (.8); communications with A. Koo re document review issues (.1).	1.40
03/27/19	JPK	013 Draft outline for Duff and Phelps interview (3.0); confer with D. Chapman re same (.2).	3.20
03/27/19	KGD	013 Review and analyze documents in connection with investigation.	2.80
03/27/19	JRK	013 Conduct first level review of discovery documents in connection with investigation.	1.50
03/27/19	PJG	013 Conduct first level review of electronic discovery documents related to investigation.	0.40
03/27/19	CHH	013 Review and analyze documents in connection with investigation.	3.90
03/28/19	JLS	013 Correspondence with litigation team members re potential proceeds from preserved claims.	0.60
03/28/19	HLP	013 Conduct first level review of electronic discovery documents related to investigation.	2.40
03/28/19	ALK	013 Review and analyze documents in connection with investigation (2.2); communications with J. Kulikowski re same (.5); correspondence with H5 team re same (.2).	2.90
03/28/19	RJC	013 Conduct first level review of investigation discovery documents.	6.00
03/28/19	DLC	013 Correspondence with members of litigation team re value of preserved litigation claims.	0.70
03/28/19	RT	013 Review correspondence re valuation of litigation claims.	0.30
03/28/19	JPK	013 Review and analyze discovery documents related to investigation.	3.10
03/28/19	KGD	013 Analyze potential value of preserved claim recoveries (.9); correspondence with members of litigation team re same (.5).	1.40
03/28/19	JRK	013 Conduct first level review of electronic discovery documents related to investigation (5.0); communications with A. Koo re same (.5).	5.50
03/28/19	PJG	013 Review documents in connection with prepetition transactions.	1.50
03/29/19	HLP	013 Review and analyze discovery documents in connection with prepetition transactions.	3.10
03/29/19	ALK	013 Review and analyze documents and transcripts in connection with	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/29/19	RJC	013 investigation (1.9); communications with R. Tizraves re same (.2). Conduct first level review of discovery documents (4.4); confer with D. Chapman re documents in connection with Duff & Phelps interview (.3); conduct search for key documents and send results to D. Chapman (.3).	5.00
03/29/19	DLC	013 Review and analyze materials in connection with Duff interview (5.1); confer with R. Collins re same (.3).	5.40
03/29/19	RT	013 Review and revise document review protocol memorandum (3.0); revise plan for document review (.6); communications with A. Koo re investigation issues (.2); communications with J. Kulikowski re same (.4); correspondence with H5 re document review issues (.5); manage document review for investigation (.6).	5.30
03/29/19	KGD	013 Conduct first level review of electronic discovery documents related to the investigation.	1.60
03/29/19	EMB	013 Review revised document review protocol memorandum.	0.20
03/29/19	JRK	013 Communications with R. Tizraves re review of discovery documents in connection with ongoing investigation (.4); communications with vendors re same (.1).	0.50
03/29/19	PJG	013 Circulate revised document review protocol memorandum to litigation team members (.2); communications with document review vendor re document review (.1).	0.30
03/29/19	CHH	013 Review documents in connection with prepetition transactions investigation.	0.80
03/30/19	HLP	013 Conduct first level review of discovery documents in connection with investigation.	5.50
03/30/19	DLC	013 Continue review of documents in preparation for Duff interview.	2.30
03/30/19	SM	013 Conduct research in connection with prepetition transactions investigation.	1.20
03/30/19	JES	013 Conduct research re legal issues in connection with prepetition transactions.	5.70
03/31/19	HLP	013 Conduct first level review of electronic discovery documents related to investigation.	4.60
03/31/19	RJC	013 Conduct search for key documents in connection with the Duff & Phelps interview.	1.70
03/31/19	DLC	013 Continue review of key documents in preparation for Duff interview (3.0); communications with PW re same (.5).	3.50
03/31/19	JES	013 Conduct research re legal issues in connection with prepetition transactions.	8.10
03/20/19	DCV	015 Analyze materials in connection with prepetition liens.	1.50
03/25/19	SM	015 Conduct research re secured creditor issues.	1.20
03/25/19	JES	015 Conduct research re secured creditor and adequate protection issues.	3.90
03/18/19	HBJ	018 Review APA provisions in connection with tax issues.	0.60
03/01/19	ISD	022 Analyze Plan issues and review draft term sheet.	1.00
03/01/19	APM	022 Review draft plan term sheet (1.0); discuss same with S. Brauner (.5).	1.50
03/01/19	SLB	022 Review and revise Debtors' plan term sheet (2.7); communications with Z. Lanier re the same (.3); confer with A. Miller re the same (.5).	3.50
03/01/19	ZDL	022 Review precedent plans (.5); analyze draft plan term sheet (.9); communications with S. Brauner re same (.3).	1.70
03/03/19	ZDL	022 Conduct research re Plan issues.	2.10
03/04/19	HBJ	022 Prepare analysis of tax issues in connection with plan (2.2); communications with S. Brauner re same (.4).	2.60
03/04/19	APM	022 Provide comments on draft Plan term sheet (.6); communications with S. Brauner and Z. Lanier re same (.2); review analysis of tax issues in connection with plan (1.2).	2.00
03/04/19	SLB	022 Review and revise Plan term sheet (.8); communications with A. Miller and Z. Lanier re same (.2); communications with H. Jacobson re open tax issues in connection with Plan (.4); review and revise analysis re the same (.5).	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/04/19	ZDL	022 Review draft plan term sheet (.5); communications with S. Brauner and A. Miller re same (.2).	0.70
03/05/19	HBJ	022 Analyze open tax issues in connection with plan (1.7); communications with S. Brauner re same (.6).	2.30
03/05/19	ISD	022 Analyze open issues re Plan (1.4); review internal correspondence re same (.8); confer with S. Brauner re Plan (.3).	2.50
03/05/19	SLB	022 Confer with I. Dizengoff re Plan issues (.3); communications with H. Jacobson re same (.6).	0.90
03/06/19	HBJ	022 Draft memorandum re tax issues in connection with plan.	0.90
03/06/19	APM	022 Review and analyze memorandum re open tax issues in connection with plan.	1.00
03/07/19	HBJ	022 Review background materials re open tax issues in connection with plan (1.1); communications with A. Miller and S. Brauner re same (.5).	1.60
03/07/19	APM	022 Analyze open issues in connection with plan (1.5); draft summary of analysis re same (1.0); discuss plan tax issues with H. Jacobson and S. Brauner (.5).	3.00
03/07/19	SLB	022 Prepare summary of open plan issues (1.3); communications with A. Miller and H. Jacobson re open tax issues in connection with the plan (.5).	1.80
03/07/19	JES	022 Conduct research re Plan issues.	1.80
03/08/19	HBJ	022 Participate on call with Weil tax team re open plan issues.	0.50
03/08/19	APM	022 Prepare for (.5) and participate on (.5) call with Weil tax team re open plan issues.	1.00
03/08/19	SLB	022 Participate in call with Weil re open plan issues (.5); follow-up communications with Z. Lanier re open issues and research in connection with the same (.7); review summary chart in connection with the same (.3); review materials re the same (.4); review Cyrus term sheet (.4); communications with HL re same (.4).	2.70
03/08/19	ZDL	022 Communications with S. Brauner re open plan issues (.7); conduct research re potential plan issues (1.6); review creditor term sheet (.3); analyze potential claim issues in connection with plan (.5).	3.10
03/08/19	SM	022 Draft and revise chart in connection with open plan issues.	3.40
03/11/19	HBJ	022 Communications with S. Brauner re tax and structuring issues in connection with plan (.4); review analysis of plan tax issues (.1).	0.50
03/11/19	ISD	022 Analyze open plan issues (.2) and confer with P. Dublin re same (.4).	0.60
03/11/19	PCD	022 Confer with I. Dizengoff re open Plan issues.	0.40
03/11/19	SLB	022 Communications with H. Jacobson re open tax and structuring issues in connection with plan.	0.40
03/12/19	ISD	022 Confer with P. Dublin re plan issues (.3); analyze open issues in connection with same (1.0); review issues list (.2).	1.50
03/12/19	PCD	022 Confer with I. Dizengoff re plan.	0.30
03/13/19	PCD	022 Communications with HL re administrative solvency issues.	0.30
03/14/19	JLS	022 Participate in meeting with members of litigation team re Plan strategy (.7); analyze open issues in connection with same (.2); communications with FR and litigation teams re same (.2).	1.10
03/14/19	ISD	022 Confer with P. Dublin re plan process and related issues.	0.60
03/14/19	PCD	022 Confer with I. Dizengoff re draft plan and related issues.	0.60
03/14/19	DLC	022 Participate in meeting with members of litigation team re Plan strategy (.7); follow-up communications with FTI re same (.1).	0.80
03/14/19	RT	022 Meet with litigation team members re Plan strategy (.7); research re same (.3).	1.00
03/14/19	SLB	022 Review and comment on Plan (3.3); communications with Z. Lanier re same (.6); analyze issues re same (1.8); internal communications with FR and litigation team members re open issues in connection with plan process and related research (.7); review research re same (1.1); communications with FTI and HL re open plan issues (.6).	8.10
03/14/19	JPK	022 Attend meeting with litigation team members to discuss Plan strategy	1.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.7); communications with FR team members re Plan issues (.3).	
03/14/19	JAL	022 Confer with litigation team members re Plan strategy (.7); conduct research re same (3.5); internal communications re same (.2).	4.40
03/14/19	ZDL	022 Conduct research re plan issues (1.6); review precedent plans (.9); communications with FR and litigation team members re same (.2); review draft plan (1.9); communications with S. Brauner re same (.6); mark up plan and draft issues list (3.1).	8.30
03/14/19	JRK	022 Attend meeting with members of litigation team to discuss Plan strategy (.7); conduct research in connection with same (.6).	1.30
03/14/19	SM	022 Conduct research in connection with open plan issues (1.8); communications with FR team members re same (.5).	2.30
03/15/19	HBJ	022 Review and analyze background materials re open tax issues in connection with plan.	0.90
03/15/19	ISD	022 Review and comment on plan issues list (.8); confer with S. Brauner re same (.2).	1.00
03/15/19	APM	022 Review and comment on plan issues list (1.1); correspond with S. Brauner re same (.2).	1.30
03/15/19	ALK	022 Review and analyze materials re Plan issues.	1.20
03/15/19	DLC	022 Review analysis re open plan issues (.5); prepare for (.3) and participate in (.4) call with FTI re same; follow-up communications with J. Kulikowski re same (.3); communications with members of litigation team re same (.4); revise same (1.5).	3.40
03/15/19	RT	022 Review legal research in connection with Plan analysis (1.4); review outline of same (.2); communications with members of litigation team re same (.6); analyze open issues re same (.3); review plan term sheet (.4).	2.90
03/15/19	SLB	022 Review and revise Plan issues list (1.5); confer with I. Dizengoff re same (.2); confer with Z. Lanier re same (.8); correspondence with A. Miller re same (.2); analyze open issues in connection with the same (2.0); analyze FTI questions in connection with same (.8); correspondence with FTI re same (.4).	5.90
03/15/19	JAL	022 Draft memorandum in connection with plan issues (4.1); conduct research re same (4.9); communications with litigation team members re same (.8).	9.80
03/15/19	ZDL	022 Communications with L. Park re Plan questions and issues (.6); draft responses to questions re Plan and waterfall (.9); review provisions of Plan re same (.3); review and revise Plan issues list (1.1); confer with S. Brauner re same (.8); conduct research re Plan issues (1.2).	4.90
03/15/19	JRK	022 Attend call with FTI re plan issues (.4); follow-up communications with D. Chapman re same (.3); communications with litigation team members re same (.3); conduct research related to same and prepare summary of same (1.8).	2.80
03/15/19	SM	022 Revise memorandum re Plan issues.	1.30
03/16/19	DLC	022 Participate on call with litigation team members re plan issues (.3); follow-up communications with litigation team members (.3).	0.60
03/16/19	RT	022 Review and revise draft memorandum in connection with plan issues (1.0); draft list of additional research questions (.2); attend call with members of litigation team re same (.3); follow-up communications with litigation team members re same (.4).	1.90
03/16/19	JAL	022 Attend call with litigation team members re plan issues (.3); follow-up communications with litigation team members re same (.2); prepare outline of analysis re same (3.8).	4.30
03/16/19	JRK	022 Review list of research questions related to the plan issues (.2); attend call with members of the litigation team re same (.3); follow-up communications re same (.2).	0.70
03/17/19	DLC	022 Review and revise outline of motion to convert (1.8); communications with R. Tizravesh and J. Kulikowski re same (.7).	2.50
03/17/19	RT	022 Review and revise draft memorandum re plan issues (.4);	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		communications with D. Chapman and J. Kulikowski re same (.7); review and revise same (1.1).	
03/17/19	JRK	022 Revise outline of analysis re open plan issues (4.9); communications with D. Chapman and R. Tizraveshe re the same (.7).	5.60
03/18/19	JLS	022 Review and analyze outline and legal standards in connection with plan issues.	0.50
03/18/19	ISD	022 Review and analyze analysis of open plan issues.	0.50
03/18/19	DLC	022 Participate on call with litigation and FR team members re open plan strategy issues (.3); confer with members of litigation team re same (.5); analyze open issues re same (.6).	1.40
03/18/19	RT	022 Review and revise draft outline for plan analysis (1.8); confer with litigation team members re same (.5); attend call with litigation and FR team members re same (.3).	2.60
03/18/19	JAL	022 Confer with litigation team members re open plan issues.	0.50
03/18/19	ZDL	022 Analyze and draft responses to questions from FTI re plan issues (3.1); review documents/materials in connection with same (1.0); attend call with members of litigation and FR teams re motion to convert (.3).	4.40
03/18/19	JRK	022 Review and revise outline of open plan issues (1.4); attend call with litigation and FR team members to discuss same (.3); confer with members of the litigation team re same (.5).	2.20
03/18/19	PJG	022 Confer with litigation team members re plan issues (.5); review outline in connection with same (.7).	1.20
03/19/19	HBJ	022 Review and analyze schedules provided by Deloitte in connection with plan tax issues.	1.90
03/19/19	DLC	022 Review legal memorandum in connection with plan strategy issues.	0.70
03/19/19	JAL	022 Review draft plan analysis (.5); conduct research in connection with same (2.2).	2.70
03/19/19	JRK	022 Draft analysis re open plan issues.	6.10
03/19/19	PJG	022 Review and revise analysis re open plan issues.	0.60
03/20/19	JLS	022 Participate on call with Committee advisors re strategy in connection with plan and plan alternatives (1.0); follow-up communications with litigation and FR team members re same (.5); review plan documents re same (1.0).	2.50
03/20/19	HBJ	022 Conduct research re open tax issues in connection with plan.	1.30
03/20/19	DLC	022 Prepare for (1.0) and participate on (1.0) call with Committee advisors re plan.	2.00
03/20/19	RT	022 Review documents in connection with plan issues (1.2); review draft analysis re same (.8).	2.00
03/20/19	SLB	022 Prepare for (.7) and participate on (1.0) call with Committee advisors re open plan issues; follow-up communications with members of litigation and FR teams re same (.2); analyze open issues re same (.8).	2.70
03/20/19	JPJ	022 Participate on call with financial advisors to discuss open plan issues (1.0); follow-up communications with FR and litigation team members re same (.1).	1.10
03/20/19	JAL	022 Revise draft analysis re open plan issues (7.2); review materials in connection with same (.7).	7.90
03/20/19	ZDL	022 Attend call with HL/FTI re plan issues (1.0); follow-up communications with FR and litigation team members re same (.1); conduct research re plan issues (3.2); prepare summary of findings re same (.3).	4.60
03/20/19	JRK	022 Conduct research related to plan issues.	1.30
03/20/19	PJG	022 Review background materials in connection with plan.	0.50
03/21/19	HBJ	022 Prepare memorandum re tax issues in connection with plan.	0.70
03/21/19	DLC	022 Revise analysis re open plan issues.	3.40
03/21/19	RT	022 Review documents in connection with plan issues (1.0); review and revise analysis of same (1.9).	2.90
03/21/19	SLB	022 Analyze open issues in connection with plan process (.8); communications with Z. Lanier re the same (.3).	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/21/19	ZDL	022 Conduct research re plan issues (3.0); revise draft summary of findings in connection with the same (.4); communications with S. Brauner re same (.3).	3.70
03/21/19	PJG	022 Review background materials in connection with plan.	1.10
03/22/19	DLC	022 Communications with FTI re plan issues (.6); review analysis of open issues in connection with plan (1.0); revise motion to convert (1.4).	3.00
03/22/19	RT	022 Analyze open issues in connection with plan strategy.	0.40
03/22/19	SLB	022 Review analysis re open claims issues in connection with plan process (.8); revise memorandum re the same (.5); communications with Z. Lanier re the same (.3).	1.60
03/22/19	JKP	022 Conduct research re open plan issues.	1.90
03/22/19	ZDL	022 Communications with L. Park re plan questions (.4); revise and finalize memorandum re plan issues (3.5); communications with S. Brauner re same (.3).	4.20
03/22/19	PJG	022 Conduct research in connection with plan issues.	1.30
03/23/19	DLC	022 Review key background materials in connection with plan process and strategy.	0.30
03/25/19	HBJ	022 Analyze tax issues in connection with plan structure and prepare summary of same.	0.40
03/25/19	ISD	022 Analyze Plan issues.	0.50
03/25/19	PCD	022 Review and comment on draft plan (2.4); confer with S. Brauner re same (.2).	2.60
03/25/19	SLB	022 Communications with Z. Lanier re Plan issues and related research questions (.5); confer with P. Dublin re same (.2); analyze the same (1.4); review background materials in connection with the same (.5); review and revise answers to UCC advisor questions in connection with the same (1.5); communications with UCC advisors re same (.4).	4.50
03/25/19	ZDL	022 Analyze plan valuation issues (.9); communications with S. Brauner re same (.5); review answers to FTI questions re plan issues (.6); conduct research re claim structuring issues in connection with plan (1.3); review additional comments to draft plan (1.1); incorporate same into plan issues list (.6).	5.00
03/26/19	HBJ	022 Finalize summary of tax issues in connection with plan structure.	0.50
03/26/19	PCD	022 Confer with S. Brauner and Z. Lanier re open issues in connection with plan.	0.40
03/26/19	SLB	022 Analyze open issues in connection with the Plan (1.7); confer with P. Dublin and Z. Lanier re same (.4); review communications from UCC professionals re the same (.3); update issues list in connection with the same (2.0); communications with Z. Lanier re same (.7).	5.10
03/26/19	ZDL	022 Revise plan issues list (2.1); confer with P. Dublin and S. Brauner re same (.4); communications with S. Brauner re same (.7); review plan markup (.7).	3.90
03/27/19	HBJ	022 Correspondence with A. Miller re tax issues in connection with plan.	0.30
03/27/19	ISD	022 Analysis of administrative claims re plan strategy (.6); analysis of PBGC settlement issues in connection with plan (.5); analysis of POR options (.7).	1.80
03/27/19	APM	022 Correspondence with H. Jacobson (.3) and Deloitte (.3) re tax issues in connection with post-plan trust.	0.60
03/27/19	SLB	022 Prepare for (1.0) and participate on (.8) call with UCC advisors re open plan issues; follow-up communications with Z. Lanier re same (.4); analyze open issues re same (.9); review correspondence re open tax structuring issues in connection with the Plan (.4); communications with Weil team re Plan issues (.3); prepare correspondence to Committee re status of Plan process (.5).	4.30
03/27/19	ZDL	022 Prepare for (.3) and participate on (.8) call with UCC advisors re plan issues; follow-up communications with S. Brauner re same (.4); review materials in connection with same (1.3).	2.80

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03/28/19	ISD	022 Analyze open Plan issues.	0.70
03/28/19	APM	022 Review and analyze tax analysis provided by Debtors in connection with the plan.	1.00
03/28/19	SLB	022 Analyze open issues re Plan (1.8); review summary of research in connection with same (.7).	2.50
03/28/19	ZDL	022 Conduct research re plan issues (1.4); prepare summary of findings relating to same (1.6).	3.00
03/28/19	ZDL	022 Review correspondence from E. Field re ERISA issues in connection with Plan.	0.90
03/29/19	HBJ	022 Review additional tax documents provided by Deloitte in connection with plan.	0.80
03/29/19	ISD	022 Analysis of Plan issues and strategy.	1.00
03/29/19	SLB	022 Communications with UCC and Debtors' professionals re open plan issues (1.4); analyze open issues re same (1.2).	2.60
03/04/19	APM	023 Communications with FTI re APA questions.	1.00
03/06/19	JLS	023 Review correspondence and pleadings in connection with disputes over sale agreement.	1.30
03/06/19	ISD	023 Review APA dispute correspondence (.9); review and comment on letter to Weil re same (.6); review ESL motion for mediation (.6).	2.10
03/06/19	AQ	023 Review and analyze correspondence between Debtors and ESL re APA dispute.	0.60
03/06/19	PCD	023 Review correspondence re APA dispute (.7); review and comment on draft letter re same (.4); review pleadings filed by ESL re same (1.4).	2.50
03/06/19	APM	023 Review letters between ESL and Debtors related to APA dispute (2.2); review motion by ESL in connection with same (1.6); analyze APA in connection with same (3.5).	7.30
03/06/19	SLB	023 Review correspondence from Debtors and ESL re APA issues (1.4); communications with Z. Lanier re the same (.5); communications with HL and FTI re the same (.4); review and revise letter to Weil re the same (.9).	3.20
03/06/19	JPK	023 Review ESL motion for mediation in connection with APA dispute.	0.50
03/06/19	ZDL	023 Analyze correspondence between Cleary and Weil re sale dispute (1.9); communications with S. Brauner re same (.5); draft letter to Weil re same (1.8); review correspondence from FTI re same (.1); review ESL's motion to mediate APA dispute (.6); prepare summary of same (.7); analyze potential response to same (.4).	6.00
03/06/19	SM	023 Review Transform motion for mediation in connection with APA dispute.	1.30
03/07/19	JLS	023 Review and analyze request for mediation in connection with dispute over APA (.8); confer with litigation and FR team members re strategy and response in connection with same (.5); participate on call with counsel to Debtors re response to mediation request (.2); analyze open issues in connection with same (.5).	2.00
03/07/19	PCD	023 Review documents re mediation request re APA dispute (.5); communications with S. Brauner re same (.6); confer with FR and litigation team members re same (.5); review and comment on letter re same (.8).	2.40
03/07/19	APM	023 Analyze ESL dispute in connection with the APA (3.5); review FTI analysis re same (1.4).	4.90
03/07/19	DLC	023 Confer with members of litigation and FR teams re APA dispute.	0.50
03/07/19	RT	023 Review motion for mediation in connection with APA dispute (.6); review correspondence re same (.2).	0.80
03/07/19	SLB	023 Finalize letter to Weil re APA issues and send the same (.4); communications with P. Dublin re APA and sale issues related to ESL's request for mediation (.6); review ESL motion for mediation and analyze the same (1.0); confer with members of FR and litigation teams re APA dispute (.5); communications with Weil re the same (.3).	2.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/07/19	ZDL	023 Confer with FR and litigation team members re APA dispute (.5); review FTI work product re same (.8); review draft turnover motion and response to mediation prepared by Debtors (1.3).	2.60
03/07/19	JES	023 Review ESL motion to compel mediation re going concern sale.	0.70
03/08/19	JLS	023 Review and analyze motion to mediate in connection with APA dispute (1.2); draft correspondence re same (.5); participate in meeting with litigation and FR team members re same (.6); review and respond to correspondence re same (.4).	2.70
03/08/19	DLC	023 Meet with litigation and FR team members to discuss response to ESL request for mediation in connection with APA dispute.	0.60
03/08/19	SLB	023 Participate in meeting with FR and litigation team members re APA dispute mediation motion (.6); follow-up communications with Z. Lanier re the same (.1).	0.70
03/08/19	JPJ	023 Prepare for (.4) and attend (.6) meeting with members of litigation and FR teams to discuss motion to mediate in connection with APA dispute; review and send joinder materials to P. Glackin and J. Kulikowski (.5).	1.50
03/08/19	ZDL	023 Attend meeting with litigation and FR team members re joinder to Debtors' turnover motion and response to ESL mediation request in connection with APA (.6); follow-up communications with S. Brauner re same (.1).	0.70
03/08/19	KGD	023 Review correspondence re request for mediation of APA dispute.	0.10
03/08/19	JRK	023 Conduct research related to joinder to Debtors' motion to compel turnover (.5); confer with P. Glackin re same (.4); follow-up communications re same (.4).	1.30
03/08/19	PJG	023 Confer with J. Kulikowski re joinder to motion to compel turnover of assets (.4); follow-up communications re same (.4); draft joinder to Debtors' motion (5.8).	6.60
03/09/19	JRK	023 Revise section of joinder to Debtors' motion to compel turnover.	4.00
03/09/19	PJG	023 Revise section of joinder to Debtors' turnover motion.	4.30
03/10/19	JLS	023 Review and analyze draft joinder in connection with dispute over APA (1.0); review and respond to correspondence re strategy in connection with same (.5); communications with counsel to Debtors re same (.7).	2.20
03/10/19	SLB	023 Review Debtors' revised turnover motion/response to ESL mediation request (.6); internal communications with Z. Lanier re joinder in connection with same (.5).	1.10
03/10/19	JPJ	023 Review draft joinder to Debtors' motion to compel turnover.	1.50
03/10/19	ZDL	023 Revise joinder to Debtors' turnover motion (5.6); communications with S. Brauner re same (.5).	6.10
03/10/19	JRK	023 Review and revise section of draft joinder to Debtors' motion to compel turnover.	1.50
03/10/19	PJG	023 Revise section of joinder to Debtors' motion to compel turnover.	2.30
03/11/19	JLS	023 Review and comment on joinder in connection with ESL dispute.	3.80
03/11/19	ISD	023 Review draft motion to enforce APA.	0.70
03/11/19	PCD	023 Review draft motion to enforce APA (.8); review and comment on joinder to turnover motion (.6); confer with S. Brauner re same (.4).	1.80
03/11/19	DCV	023 Analyze assets assigned to KCD in connection with APA disputes.	3.00
03/11/19	SLB	023 Review joinder to Debtors' turnover motion (.4); confer with P. Dublin re the same (.4).	0.80
03/11/19	ZDL	023 Review comments received from team re joinder to turnover motion (.4); revise same (6.2).	6.60
03/11/19	JRK	023 Review and revise insert to draft joinder to Debtors' motion to compel turnover.	1.00
03/11/19	PJG	023 Review and revise section of draft joinder to turnover motion.	0.60
03/12/19	JLS	023 Review and comment on draft joinder in connection with APA dispute.	3.80
03/12/19	PCD	023 Review revised joinder to turnover motion (.5); confer with S. Brauner re same (.3); review sale hearing transcript (.1).	0.90
03/12/19	DCV	023 Analyze materials relating to KCD in connection with APA disputes.	3.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/12/19	RT	023 Review joinder in connection with APA dispute.	0.70
03/12/19	SLB	023 Revise joinder to Debtors' turnover motion (3.8); review filed version of Debtors' motion (.3); communications with Z. Lanier re same (.4); confer with P. Dublin re joinder to turnover motion (.3).	4.80
03/12/19	ZDL	023 Revise joinder per comments received (5.1); review filed version of turnover motion (.3); communications with S. Brauner re same (.4).	5.80
03/12/19	SM	023 Conduct research re Debtors' turnover motion.	0.90
03/13/19	JLS	023 Review and comment on draft joinder in connection with ESL APA dispute (1.6); call with S. Brauner re same (.6).	2.20
03/13/19	ISD	023 Review and comment on joinder to Debtors' turnover motion (1.0); confer with P. Dublin re same (.1).	1.10
03/13/19	PCD	023 Review and comment on revised joinder to turnover motion (1.1); confer with I. Dizengoff re same (.1); communications with S. Brauner same (.3).	1.50
03/13/19	RT	023 Review joinder to turnover motion in connection with APA dispute.	1.00
03/13/19	SLB	023 Continue to revise joinder to turnover motion (3.7); call with J. Sorkin re same (.6); communications with P. Dublin re same (.3); communications with Z. Lanier re same (.4); prepare the same for filing (1.0); communications with Committee members re the same (.4); communications with FTI re TSA (.4).	6.80
03/13/19	ZDL	023 Communications with S. Brauner re joinder to turnover motion (.4); review and revise same (1.2).	1.60
03/13/19	JRK	023 Review and revise section of draft joinder to turnover motion.	0.90
03/13/19	SDL	023 File joinder to turnover motion in connection with APA dispute.	0.50
03/15/19	JLS	023 Review documents in connection with motions to enforce and mediate re APA dispute.	0.50
03/18/19	ISD	023 Review ESL pleadings (.6) and Debtors reply (.4) in connection with APA dispute.	1.00
03/18/19	PCD	023 Review Transform filings in connection with APA dispute.	1.20
03/18/19	SLB	023 Review ESL response to turnover motion (.5); analyze open issues re same (.8); communications with the Committee re the same (.2); communications with Z. Lanier re the same (.3).	1.80
03/18/19	ZDL	023 Analyze Transform response to Debtors' motion to turnover (.5); review APA in connection with same (.3); communications with S. Brauner re same (.3).	1.10
03/18/19	SM	023 Review ESL response to Debtors' motion to compel payment.	0.70
03/19/19	JLS	023 Participate on call with Weil re dispute with ESL over APA (partial).	0.50
03/19/19	ISD	023 Participate on call with Weil re APA dispute (1.0); review pleadings (.8) and analyze open issues (1.2) in connection with same.	3.00
03/19/19	PCD	023 Participate on call with Debtors re sale disputes and related issues (1.0); review pleadings re same (.6).	1.60
03/19/19	SLB	023 Prepare for (.5) and participate on (1.0) call with Committee and Debtors' professionals re APA dispute and related issues; multiple follow-up communications with UCC advisors re the same (.5).	2.00
03/19/19	JPk	023 Summarize arguments made in Debtors' and ESL pleadings re APA dispute and conduct/summarize research re same (8.8); confer with Z. Lanier re same (.2).	9.00
03/19/19	ZDL	023 Analyze and conduct research re open APA disputes (1.8); confer with J. Kane re same (.2).	2.00
03/20/19	JLS	023 Attend meeting with counsel to ESL and Debtors re APA disputes and related issues (3.9); review and analyze briefing and documents in connection with same (.9).	4.80
03/20/19	ISD	023 Participate in meeting with Weil re APA disputes (partial).	2.60
03/20/19	PCD	023 Participate in meeting at Weil re APA and related issues.	3.90
03/20/19	SLB	023 Prepare for (.6) and participate in (3.9) meeting with Debtors and Transform re open issues in connection with APA and related matters; follow-up communications with Committee professionals re same (.5).	5.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/20/19	ZDL	023 Conduct research re APA disputes (3.4); review Debtors' reply and supporting declarations for turnover motion (1.1).	4.50
03/21/19	APM	023 Analyze APA disputes.	0.80
03/29/19	JLS	023 Review open issues re status of disputes with ESL in connection with APA.	0.20
03/20/19	SLB	025 Travel to Weil's offices for in-person meeting (.5); travel to White Plains for hearing (1.0) (full travel time = 1.5 hours).	0.70
03/21/19	JLS	025 Travel to (.7) and from (.8) hearing (full travel time = 1.5 hrs).	0.70
03/21/19	PCD	025 Travel from court to office (full travel time = .8 hrs).	0.40
03/21/19	SLB	025 Travel from White Plains after hearing (full travel time = .8 hr).	0.40
Total Hours			1243.40

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
J L SORKIN	49.10	at	\$1120.00	=	\$54,992.00
H B JACOBSON	16.30	at	\$1120.00	=	\$18,256.00
I S DIZENGOFF	26.70	at	\$1550.00	=	\$41,385.00
A QURESHI	7.70	at	\$1475.00	=	\$11,357.50
P C DUBLIN	25.10	at	\$1475.00	=	\$37,022.50
A P MILLER	30.30	at	\$1250.00	=	\$37,875.00
D C VONDLE	9.50	at	\$1020.00	=	\$9,690.00
H L PECKHAM	21.40	at	\$905.00	=	\$19,367.00
A L KOO	28.80	at	\$940.00	=	\$27,072.00
D L CHAPMAN	77.10	at	\$980.00	=	\$75,558.00
R TIZRAVESH	50.40	at	\$905.00	=	\$45,612.00
S L BRAUNER	167.00	at	\$1125.00	=	\$187,875.00
K G DEMANDER	9.50	at	\$805.00	=	\$7,647.50
J P KANE	52.10	at	\$770.00	=	\$40,117.00
J A LATOV	61.70	at	\$760.00	=	\$46,892.00
Z D LANIER	170.10	at	\$760.00	=	\$129,276.00
E M BREWER	2.80	at	\$510.00	=	\$1,428.00
J R KULIKOWSKI	55.30	at	\$540.00	=	\$29,862.00
S AMINIAN	5.30	at	\$540.00	=	\$2,862.00
M CHEN	10.50	at	\$540.00	=	\$5,670.00
P J GLACKIN	37.20	at	\$540.00	=	\$20,088.00
S MAHKAMOVA	46.40	at	\$560.00	=	\$25,984.00
J E SZYDLO	122.10	at	\$560.00	=	\$68,376.00
A S FAROVITCH	4.70	at	\$690.00	=	\$3,243.00
C H HINER	9.10	at	\$660.00	=	\$6,006.00
R J COLLINS	116.80	at	\$455.00	=	\$53,144.00
L D BLAIR	5.00	at	\$355.00	=	\$1,775.00
S D LEVY	25.40	at	\$235.00	=	\$5,969.00

Current Fees

\$1,014,401.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$968.05
Computerized Legal Research - Westlaw - in contract 30% discount	\$5,304.78
Prof Fees - Consultant Fees	\$74,491.44
Courier Service/Messenger Service- Off	\$23.43

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Site	
Duplication - In House	\$886.00
Color Copy	\$615.00
Meals - Overtime	\$124.39
Meals - Business	\$80.45
Meals (100%)	\$2,799.87
Office Supplies - Binding	\$19,730.33
Professional Fees - Legal	\$147,598.74
Professional Fees - Miscellaneous	\$1,912.50
Research	\$50.00
Telephone - Long Distance	\$86.00
Deposition	\$8,366.88
Transcripts	\$9,279.56
Travel - Airfare	\$20.00
Travel - Ground Transportation	\$578.26
Travel - Lodging (Hotel, Apt, Other)	\$748.86
Travel - Telephone & Fax	\$32.00
Local Transportation - Overtime	\$596.46

Current Expenses	<u>\$274,293.00</u>
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Total Amount of This Invoice	\$1,288,694.50
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Prior Balance Due	<u>\$4,061,968.20</u>
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Total Balance Due Upon Receipt	<u><u>\$5,350,662.70</u></u>
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Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

<u>Disbursement Activity</u>	<u>Amount</u>
Computerized Legal Research – Lexis – in contract 30% discount	\$968.05
Computerized Legal Research – Westlaw – in contract 30% discount	\$5,304.78
Professional Fees – Consultant Fees	\$74,491.44
Courier Service/Messenger Service – Off Site	\$23.43
Duplication – In House	\$886.00
Color Copy	\$615.00
Meals - Overtime	\$124.39
Meals – Business	\$80.45
Meals (100%)	\$2,799.87
Office Supplies - Binding	\$19,730.33
Professional Fees – Legal	\$147,598.74
Professional Fees – Misc.	\$1,912.50
Research	\$50.00
Telephone – Long Distance	\$86.00
Deposition	\$8,366.88
Transcripts	\$9,279.56
Travel – Airfare	\$20.00
Travel – Ground Transportation	\$578.26
Travel – Lodging (Hotel, Apt, Other)	\$748.86
Travel – Telephone & Fax	\$32.00
Local Transportation – Overtime	\$596.46
TOTAL:	\$274,293.00

Exhibit E

Itemized Disbursements

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF FINANCIAL OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1832112
Invoice Date 05/31/19
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>
02/05/19	Transcripts VENDOR: LEXITAS INVOICE#: 86926 DATE: 2/5/2019	\$9,147.56
02/05/19	Transcript costs - Jan Kniffen. Deposition VENDOR: LEXITAS INVOICE#: 86895 DATE: 2/5/2019	\$8,366.88
02/06/19	Deposition costs for Saul Burian 1/30/19 Travel - Ground Transportation VENDOR: DIAL CAR INC INVOICE#: 1264988A DATE: 3/27/2019 Vendor: Dial Car Voucher #: RV1B558193 Date: 02/06/2019 Name: Ervin Lutchman Car Service, Vendor: Dial Car Voucher #: RV1B558193 Date: 02/06/2019 Name: Ervin Lutchman	\$74.16
02/08/19	Office Supplies - Binding VENDOR: XACT DATA DISCOVERY/XDD (43- 1685216) INVOICE#: 24-28278 DATE: 2/8/2019 Labels, Redwelds and Blowbacks for Sears.	\$19,730.33
03/01/19	Research VENDOR: TRANSUNION RISK AND ALTERNATIVE INVOICE#: 541389-20190201 DATE:	\$50.00

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	3/1/2019	
	TransUnion public records searches - Feb	
	2019 - Inv# 541389-20190201	
03/01/19	Travel - Telephone & Fax VENDOR:	\$20.00
	ZACHARY D. LANIER INVOICE#:	
	3183463703181704 DATE: 3/18/2019	
	Travel - WiFi, 03/01/19, Wifi Purchase	
	during Delta Flight, GoGo	
03/03/19	Computerized Legal Research - Westlaw	\$134.32
	- in contract 30% discount User:	
	SHARAD SAURABH Date: 3/3/2019	
	AcctNumber: 1000193694 ConnectTime:	
	0.0	
03/04/19	Local Transportation - Overtime	\$51.71
	VENDOR: DEAN L. CHAPMAN	
	INVOICE#: 3152639903051901 DATE:	
	3/5/2019	
	Overtime Taxi/Car Service/Public	
	Transport, 03/04/19, Overtime taxi, Uber	
03/04/19	Computerized Legal Research - Westlaw	\$106.71
	- in contract 30% discount User:	
	SZYDLO JOSEPH Date: 3/4/2019	
	AcctNumber: 1000193694 ConnectTime:	
	0.0	
03/04/19	Meals (100%) VENDOR: GRUBHUB	\$20.00
	HOLDINGS INC F/K/A SEA/DC upload	
	INVOICE#: 3093224 DATE: 3/10/2019	
	Dean Chapman - Nizza - 3/4/2019 2	
03/04/19	Travel - Telephone & Fax VENDOR:	\$12.00
	JOSEPH L. SORKIN INVOICE#:	
	3207299003271801 DATE: 3/27/2019	
	Travel - WiFi, 03/04/19, Wifi while	
	traveling re: Sears, Delta	
03/04/19	Color Copy REQUESTOR: R	\$615.00
	TIZRAVESH; DESCRIPTION: COLOR	
	COPIES; QUANTITY: 615; DATE	
	ORDERED: 3/4/2019	
03/05/19	Meals (100%) VENDOR:	\$261.41
	RESTAURANT ASSOCIATES INC	
	INVOICE#: 2033800628 DATE:	
	3/7/2019	
	03/05/0019	
03/05/19	Professional Fees - Miscellaneous	\$1,912.50
	VENDOR: H5 INVOICE#: INV-22329	
	DATE: 3/5/2019	
	Key Document Identification; data	
	hosting	
03/06/19	Computerized Legal Research - Westlaw	\$289.53
	- in contract 30% discount User:	
	SHARAD SAURABH Date: 3/6/2019	
	AcctNumber: 1000193694 ConnectTime:	
	0.0	
03/06/19	Meals (100%) VENDOR:	\$60.97
	RESTAURANT ASSOCIATES INC	
	INVOICE#: 2033800628 DATE:	
	3/7/2019	
	03/06/0019	
03/06/19	Meals - Overtime VENDOR: MICHEAL	\$15.79

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	CHEN INVOICE#: 3173588603131606 DATE: 3/13/2019 All Overtime Meals, 03/06/19, Worked late, Chirping Chicken, Michael Chen	
03/06/19	Local Transportation - Overtime VENDOR: SARA L. BRAUNER INVOICE#: 3160466803151601 DATE: 3/15/2019	\$30.14
	Overtime Taxi/Car Service/Public Transport, 03/06/19, Cab home after working late., Uber	
03/06/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3183158803181704 DATE: 3/18/2019	\$23.57
	Overtime Taxi/Car Service/Public Transport, 03/06/19, Late car home after working on Sears matter, Uber	
03/06/19	Meals - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3183158803181704 DATE: 3/18/2019	\$20.36
	All Overtime Meals, 03/06/19, Working Dinner Purchase in Office, Aya Sushi, Joe Szydlo	
03/07/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800628 DATE: 3/7/2019	\$423.80
	03/07/0019	
03/07/19	Meals - Overtime VENDOR: MICHEAL CHEN INVOICE#: 3173588603131606 DATE: 3/13/2019	\$19.99
	All Overtime Meals, 03/07/19, Worked late, Whole Foods Market, Michael Chen	
03/07/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019	\$19.56
	Overtime Taxi/Car Service/Public Transport, 03/07/19, Late car from OBP to Home., NYC Taxi Cab	
03/08/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800630 DATE: 3/14/2019	\$52.26
	03/08/0019	
03/08/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800630 DATE: 3/14/2019	\$58.79
	03/08/0019	
03/11/19	Local Transportation - Overtime VENDOR: DEAN L. CHAPMAN INVOICE#: 3170733903121901 DATE: 3/12/2019	\$54.76
	Overtime Taxi/Car Service/Public Transport, 03/11/19, Overtime taxi, Uber	
03/11/19	Computerized Legal Research - Lexis - in	\$56.96

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	contract 30% discount Service: LEXIS ADVANCE; Employee: SZYDLO JOSEPH; Charge Type: LA ACCESS CHARGE; Quantity: 1.0	
03/11/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3097836 DATE: 3/17/2019 Dean Chapman - Arno - 3/11/2019	\$44.51
03/11/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 Overtime Taxi/Car Service/Public Transport, 03/11/19, Late car from OBP to Home., NYC Taxi Cab	\$24.95
03/12/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3183158803181704 DATE: 3/18/2019 Overtime Taxi/Car Service/Public Transport, 03/12/19, Late car home after working on Sears matter (after midnight on March 11th), Uber	\$23.84
03/12/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: SZYDLO JOSEPH; Charge Type: LA ACCESS CHARGE; Quantity: 2.0	\$113.93
03/12/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS LEGAL SERVICES; Employee: SZYDLO JOSEPH; Charge Type: LA DOCUMENT ACCESS; Quantity: 4.0	\$5.77
03/12/19	Meals - Overtime VENDOR: MICHEAL CHEN INVOICE#: 3210612103281607 DATE: 3/28/2019 All Overtime Meals, 03/12/19, Worked late, Whole Foods Market, Michael Chen	\$20.00
03/12/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800630 DATE: 3/14/2019 03/12/0019	\$261.41
03/13/19	Computerized Legal Research - Westlaw - in contract 30% discount User: SHARAD SAURABH Date: 3/13/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$375.34
03/13/19	Computerized Legal Research - Lexis - in contract 30% discount Service: COLLIER SERVICE; Employee: LATOV JEFFREY; Charge Type: LA DOCUMENT ACCESS; Quantity: 1.0	\$68.50
03/13/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: LATOV JEFFREY; Charge Type: LA ACCESS CHARGE; Quantity: 2.0	\$113.93

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03/13/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS LEGAL SERVICES; Employee: LATOV JEFFREY; Charge Type: LA DOCUMENT ACCESS; Quantity: 7.0	\$10.09
03/14/19	Local Transportation - Overtime VENDOR: SARA L. BRAUNER INVOICE#: 3160466803151601 DATE: 3/15/2019 Overtime Taxi/Car Service/Public Transport, 03/14/19, Cab home after working late., VTS White Blue Group	\$25.56
03/14/19	Meals - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3183158803181704 DATE: 3/18/2019 All Overtime Meals, 03/14/19, Working Dinner Purchase in Office, Aya Sushi, Joe Szydlo	\$20.00
03/14/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3183158803181704 DATE: 3/18/2019 Overtime Taxi/Car Service/Public Transport, 03/14/19, Late car home after working on Sears matter, Uber	\$27.56
03/14/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800630 DATE: 3/14/2019 03/14/0019	\$339.04
03/14/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800631 DATE: 3/21/2019 03/14/0019	\$58.47
03/15/19	Professional Fees - Legal VENDOR: FIDELITY NATIONAL TITLE INSURANCE CO INVOICE#: 28236211-2 DATE: 3/15/2019 SERVICES REGARDING TAX CERTIFICATES AND TITLE COPIES	\$147,598.74
03/15/19	Computerized Legal Research - Lexis - in contract 30% discount Service: COLLIER SERVICE; Employee: LATOV JEFFREY; Charge Type: LA DOCUMENT ACCESS; Quantity: 5.0	\$342.52
03/15/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS LEGAL SERVICES; Employee: LATOV JEFFREY; Charge Type: LA DOCUMENT ACCESS; Quantity: 8.0	\$11.54
03/15/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3097836 DATE: 3/17/2019 Jeff Jeffrey) Latov - West Side Steakhouse - 3/15/2019	\$20.00
03/15/19	Meals - Overtime VENDOR: SHIRIN MAHKAMOVA INVOICE#:	\$8.25

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	3190741203252102 DATE: 3/25/2019 All Overtime Meals, 03/15/19, Dinner re: late night work., Whole Foods Market, Shirin Mahkamova	
03/15/19	Travel - Ground Transportation VENDOR: SAURABH SHARAD INVOICE#: 3208469103291904 DATE: 3/29/2019	\$32.10
	Taxi/Car Service/Public Transport - non- overtime, 03/15/19, Cab home from working late., Uber	
03/15/19	Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 529162 DATE: 3/15/2019	\$10.00
	NAME: DUBLIN PHILIP C TICKET #: 7.64001449E8 DEPARTURE DATE: 03/15/2019 ROUTE: Unknown	
03/15/19	Travel - Airfare VENDOR: WELLS FARGO CC GHOST CARD INVOICE#: 529166 DATE: 3/15/2019	\$10.00
	NAME: BRAUNER SARA LY TICKET #: 7.64004052E8 DEPARTURE DATE: 03/15/2019 ROUTE: Unknown	
03/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: COLLIER SERVICE; Employee: LATOV JEFFREY; Charge Type: LA	\$137.00
	DOCUMENT ACCESS; Quantity: 2.0	
03/16/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS LEGAL SERVICES; Employee: LATOV JEFFREY; Charge Type: LA	\$10.10
	DOCUMENT ACCESS; Quantity: 7.0	
03/17/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS LEGAL SERVICES; Employee: LATOV JEFFREY; Charge Type: LA	\$2.90
	DOCUMENT ACCESS; Quantity: 2.0	
03/18/19	Computerized Legal Research - Westlaw - in contract 30% discount User: SHARAD SAURABH Date: 3/18/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$106.71
03/18/19	Local Transportation - Overtime VENDOR: SHIRIN MAHKAMOVA INVOICE#: 3190741203252102 DATE: 3/25/2019	\$53.75
	Overtime Taxi/Car Service/Public Transport, 03/18/19, Taxi from office to home re: late night work., Lyft	
03/18/19	Local Transportation - Overtime VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019	\$10.34
	Overtime Taxi/Car Service/Public Transport, 03/18/19, Cab home after working late., Uber	
03/18/19	Meals (100%) VENDOR: GRUBHUB	\$20.00

SEARS CREDITORS COMMITTEE
Bill Number: 1832112

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	HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 Shirin Mahkamova - Sergimmo Salumeria - 3/18/2019	
03/18/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 Jeff Jeffrey) Latov - Del Sur W 38th St) - 3/18/2019	\$20.00
03/18/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 Sara Brauner - 7 Green and Grain - 3/18/2019	\$20.98
03/18/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800631 DATE: 3/21/2019 03/18/0019	\$20.00
03/18/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800631 DATE: 3/21/2019 03/18/0019	\$226.02
03/18/19	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000000A9308V129-19 DATE: 3/23/2019 [TRACKING #: 1ZA9308V2499789380; SHIP DATE: 03/18/2019; SENDER: Ramin Savar; NAME: STRATEGIC MARKET SE COMPANY: FIDELITY NATIONAL TITLE INSURANCE ADDRESS: 7130 GLEN FOREST DRIVE, RICHMOND, VA 23226 US;	\$23.43
03/19/19	Duplication - In House Photocopy - Latov, Jeff, NY, 2708 page(s)	\$541.60
03/19/19	Duplication - In House Photocopy - Levy, Sophia, NY, 810 page(s)	\$162.00
03/19/19	Local Transportation - Overtime VENDOR: SOPHIA D. LEVY INVOICE#: 3191985403202206 DATE: 3/20/2019 Overtime Taxi/Car Service/Public Transport, 03/19/19, 700502.0001, Yellowcab taxi	\$13.30
03/19/19	Computerized Legal Research - Westlaw - in contract 30% discount User: PARK DANIEL S Date: 3/19/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$134.32
03/19/19	Computerized Legal Research - Westlaw - in contract 30% discount User: SHARAD SAURABH Date: 3/19/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$106.71
03/19/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload	\$20.00

SEARS CREDITORS COMMITTEE
Bill Number: 1832112

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03/19/19	INVOICE#: 3099140 DATE: 3/24/2019 Shirin Mahkamova - Akdeniz - 3/19/2019 Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 John Kane - Brooklyn Diner W 43rd St) - 3/19/2019	\$20.00
03/19/19	Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 Jeff Jeffrey) Latov - Brooklyn Diner W 43rd St) - 3/19/2019	\$20.00
03/19/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800631 DATE: 3/21/2019 03/19/0019	\$80.13
03/19/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 Overtime Taxi/Car Service/Public Transport, 03/19/19, Late car from OBP to Home (after midnight on 3/18), Uber	\$26.96
03/19/19	Meals - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 All Overtime Meals, 03/19/19, Working Dinner at Office, My Belly's Playlist (Seamless), Joe Szydlo	\$20.00
03/19/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 Overtime Taxi/Car Service/Public Transport, 03/19/19, Late car from OBP to Home., Uber	\$23.15
03/20/19	Duplication - In House Photocopy - Levy, Sophia, NY, 912 page(s)	\$182.40
03/20/19	Travel - Ground Transportation VENDOR: JOSEPH L. SORKIN INVOICE#: 3193538203222001 DATE: 3/22/2019 Taxi/Car Service/Public Transport - non-overtime, 03/20/19, Subway to/from Weil&TM's offices for meeting., NYC Transit	\$5.50
03/20/19	Local Transportation - Overtime VENDOR: JOHN P. KANE INVOICE#: 3202102103252004 DATE: 3/25/2019 Overtime Taxi/Car Service/Public Transport, 03/20/19, working late taxi, Uber	\$8.88
03/20/19	Local Transportation - Overtime VENDOR: SHIRIN MAHKAMOVA INVOICE#: 3190741203252102 DATE: 3/25/2019 Overtime Taxi/Car Service/Public	\$34.76

SEARS CREDITORS COMMITTEE
Bill Number: 1832112Page 9
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03/20/19	Transport, 03/20/19, Taxi from office to home re: late night work on 3/19/2019., Lyft Local Transportation - Overtime VENDOR: SHIRIN MAHKAMOVA INVOICE#: 3190741203252102 DATE: 3/25/2019	\$36.38
03/20/19	Overtime Taxi/Car Service/Public Transport, 03/20/19, Taxi from office to home re: late night work., Lyft Travel - Ground Transportation VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019	\$30.84
03/20/19	Taxi/Car Service/Public Transport - non-overtime, 03/20/19, Cab to office with materials for court., Uber Travel - Ground Transportation VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019	\$144.58
03/20/19	Taxi/Car Service/Public Transport - non-overtime, 03/20/19, Cab for S. Brauner and P. Dublin from office to hotel in White Plains for next day hearing., Uber Meals (100%) VENDOR: GRUBHUB HOLDINGS INC F/K/A SEA/DC upload INVOICE#: 3099140 DATE: 3/24/2019 Shirin Mahkamova - Sakura of Japan - 3/20/2019	\$20.00
03/21/19	Travel - Ground Transportation VENDOR: JOSEPH L. SORKIN INVOICE#: 3193538203222001 DATE: 3/22/2019	\$144.55
03/21/19	Taxi/Car Service/Public Transport - non-overtime, 03/21/19, Taxi re: Sears hearing, Uber Travel - Lodging (Hotel, Apt, Other) VENDOR: PHILIP C. DUBLIN INVOICE#: 3197696703222101 DATE: 3/22/2019	\$374.43
03/21/19	Hotel - Lodging, 03/21/19, Lodging at the Ritz-Carlton, Westchester, re Sears Hearing in White Plains, NY on Mar. 21, 2019, Ritz Carlton Meals - Business VENDOR: PHILIP C. DUBLIN INVOICE#: 3197696703222101 DATE: 3/22/2019	\$37.09
03/21/19	Hotel - Breakfast, 03/21/19, In Room Dining at the Ritz Carlton before Sears Hearing on March 21., Ritz Carlton, Phil Dublin Travel - Lodging (Hotel, Apt, Other) VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019	\$374.43
03/21/19	Hotel - Lodging, 03/21/19, Hotel stay (3/20-21/2019) re: hearing in White	

SEARS CREDITORS COMMITTEE
Bill Number: 1832112Page 10
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03/21/19	Plains, New York., The Ritz-Carlton Westchester Meals - Business VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019 Hotel - Breakfast, 03/21/19, In-room dining., The Ritz-Carlton Westchester, Sara Brauner	\$43.36
03/21/19	Travel - Ground Transportation VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019 Taxi/Car Service/Public Transport - non-overtime, 03/21/19, Cab for S. Brauner and P. Dublin from hotel to Court in White Plains for hearing., Uber	\$10.75
03/21/19	Local Transportation - Overtime VENDOR: SARA L. BRAUNER INVOICE#: 3190759903252301 DATE: 3/25/2019 Overtime Taxi/Car Service/Public Transport, 03/21/19, Cab home after working late., Uber	\$13.82
03/21/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800631 DATE: 3/21/2019 03/21/0019	\$339.04
03/21/19	Travel - Ground Transportation VENDOR: IRA S. DIZENGOFF INVOICE#: 3198082405061608 DATE: 5/6/2019 Taxi/Car Service/Public Transport - non-overtime, 03/21/19, Uber Car Service from home to White Plains courthouse re Sears hearing, Uber Car Service	\$135.78
03/22/19	Computerized Legal Research - Westlaw - in contract 30% discount User: GLACKIN PATRICK Date: 3/22/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$365.64
03/22/19	Computerized Legal Research - Westlaw - in contract 30% discount User: KANE JOHN Date: 3/22/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$426.83
03/22/19	Computerized Legal Research - Westlaw - in contract 30% discount User: LANIER ZACH Date: 3/22/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$655.17
03/22/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800635 DATE: 3/28/2019 03/22/0019	\$80.13
03/22/19	Telephone - Long Distance VENDOR: ZACHARY D. LANIER INVOICE#: 3227485004032312 DATE: 4/3/2019	\$86.00

SEARS CREDITORS COMMITTEE
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03/24/19	Court Calls, 03/22/19, Fee for telephonic participation in Sears hearing., CourtCall Computerized Legal Research - Westlaw - in contract 30% discount User: DUBLIN PHILIP Date: 3/24/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$1,490.91
03/25/19	Transcripts VENDOR: VERITEXT INVOICE#: NY3706922 DATE: 3/25/2019 Transcriber fee for transcript of March 21, 2019 hearing.	\$132.00
03/25/19	Computerized Legal Research - Westlaw - in contract 30% discount User: KANE JOHN Date: 3/25/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$258.93
03/25/19	Computerized Legal Research - Westlaw - in contract 30% discount User: MAKHKAMOVA SHIRIN Date: 3/25/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$106.71
03/25/19	Computerized Legal Research - Lexis - in contract 30% discount Service: LEXIS ADVANCE; Employee: BEVINS BRIAN; Charge Type: LA ACCESS CHARGE; Quantity: 1.0	\$56.74
03/25/19	Computerized Legal Research - Lexis - in contract 30% discount Service: MATTHEW BENDER SERVICE; Employee: BEVINS BRIAN; Charge Type: LA DOCUMENT ACCESS; Quantity: 1.0	\$38.07
03/25/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 Overtime Taxi/Car Service/Public Transport, 03/25/19, Late car from OBP to Home., Uber	\$23.85
03/26/19	Meals (100%) VENDOR: RESTAURANT ASSOCIATES INC INVOICE#: 2033800635 DATE: 3/28/2019 03/26/0019	\$312.91
03/26/19	Prof Fees - Consultant Fees VENDOR: ANALYSIS GROUP INC INVOICE#: 892750 DATE: 3/26/2019 For professional services rendered and expenses incurred in connection with the above referenced case for the period ending February 28, 2019.	\$51,091.44
03/26/19	Prof Fees - Consultant Fees VENDOR: ANALYSIS GROUP INC INVOICE#: 892923 DATE: 3/26/2019 For professional services rendered in connection with the above referenced case for the period ending February 28, 2019	\$23,400.00

SEARS CREDITORS COMMITTEE
Bill Number: 1832112

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03/27/19	Local Transportation - Overtime VENDOR: SARA L. BRAUNER INVOICE#: 3222576504121907 DATE: 4/12/2019 Overtime Taxi/Car Service/Public Transport, 03/27/19, Cab home after working late., VTS JTL Management Inc.	\$17.76
03/28/19	Computerized Legal Research - Westlaw - in contract 30% discount User: DUBLIN PHILIP Date: 3/28/2019 AcctNumber: 1000193694 ConnectTime: 0.0	\$746.95
03/30/19	Local Transportation - Overtime VENDOR: DEAN L. CHAPMAN INVOICE#: 3223531204022005 DATE: 4/2/2019 Overtime Taxi/Car Service/Public Transport, 03/30/19, Overtime taxi, Uber	\$22.70
03/30/19	Local Transportation - Overtime VENDOR: JOSEPH E. SZYDLO INVOICE#: 3231848404051604 DATE: 4/5/2019 Overtime Taxi/Car Service/Public Transport, 03/30/19, Late car from OBP to Home, NYC Taxi Cab	\$29.16

Current Expenses	\$274,293.00
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Total Amount of This Invoice	\$1,288,694.50
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Prior Balance Due	\$4,061,968.20
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Total Balance Due Upon Receipt	\$5,350,662.70
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March 26, 2019

David M. Zensky, Esq.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

AG Case No.: 031703
Invoice No.: 892750
Taxpayer ID: 04-2727260

Re: In Re: Sears Holding Corp. Bankruptcy

For professional services rendered and expenses incurred in connection with the above referenced case for the period ending February 28, 2019, including:

- Reviewed and analyzed opposing declarations and developed rebuttal arguments;
- Assisted expert with preparing for deposition and trial;
- Attended expert deposition;
- Assisted counsel with preparing for trial and during trial; and
- Prepared for and participated in calls with counsel and expert.

Current Billing:

Professional Hours		90.50
Total Professional Services	\$	48,405.00
Total Expenses		<u>2,686.44</u>
Total Due and Payable - Current Billing	\$	<u>51,091.44</u>

SUMMARY OF PRIOR BILLINGS THAT REMAIN UNPAID

0 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
\$463,848.41	\$0.00	\$0.00	\$0.00	\$0.00	\$463,848.41



In Re: Sears Holding Corp. Bankruptcy

For the period ending February 28, 2019

Invoice 892750

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>		<u>Rate</u>		<u>P.S. Incurred</u>
M. Holland	Managing Principal	26.00	\$	675.00	\$	17,550.00
E. Grgeta	Vice President	13.50		600.00		8,100.00
S. Shrestha	Manager	15.50		500.00		7,750.00
T. Stoyanov	Manager	17.00		480.00		8,160.00
A. Iselin	Senior Analyst	<u>18.50</u>		370.00		<u>6,845.00</u>
Total Professional Services		<u>90.50</u>			\$	<u>48,405.00</u>

Expense Summary

<u>Expense Category</u>		<u>Amount</u>
Data Purchase	\$	1,549.08
Lodging		<u>1,137.36</u>
Total Expenses	\$	<u>2,686.44</u>

Note: Expenses, which include such items as travel, photocopy, telephone and computer services, may be billed one to two months after being incurred.



In Re: Sears Holding Corp. Bankruptcy

For the period ending February 28, 2019

Invoice 892750

Professional Hours

Michael Holland

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/01/19	Prepare for and attend Kniffen deposition.	8.20	675.00	5,535.00
02/02/19	Review declarations.	1.80	675.00	1,215.00
02/03/19	Review declarations; calls with counsel; responses to questions from counsel.	4.30	675.00	2,902.50
02/04/19	Response to requests from counsel arising from ongoing trial and preparation of closing arguments.	4.70	675.00	3,172.50
02/05/19	Requests from counsel regarding trial questions and preparation.	3.70	675.00	2,497.50
02/06/19	Requests from counsel regarding questions from trial.	2.10	675.00	1,417.50
02/07/19	Requests from trial questions and communications with counsel.	1.20	675.00	810.00
	Total Michael Holland	26.00		17,550.00

Edi Grgeta

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/01/19	Assisted with preparation for trial. Reviewed Kniffen deposition.	2.75	600.00	1,650.00
02/02/19	Assisted with preparation for trial. Responded to counsel requests. Reviewed work product. Reviewed ESL declarations. Reviewed Kniffen deposition.	4.50	600.00	2,700.00
02/03/19	Call with counsel. Assisted with preparation for trial. Responded to counsel requests. Reviewed work product.	5.00	600.00	3,000.00
02/04/19	Responded to counsel request.	1.25	600.00	750.00
	Total Edi Grgeta	13.50		8,100.00

Smit Shrestha

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/01/19	Assist with expert deposition. Review of ESL, Debtor and Sears declarations.	5.50	500.00	2,750.00
02/02/19	Review of ESL, Debtors and Sears declarations.	1.50	500.00	750.00
02/03/19	Call with counsel to discuss trial prep. Call with expert to discuss Sears declarations. Assist with preparation of cross questions for trial prep.	5.00	500.00	2,500.00



In Re: Sears Holding Corp. Bankruptcy

For the period ending February 28, 2019

Invoice 892750

Smit Shrestha

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/04/19	Preparation of topics for closing argument. Preparation of materials requested by counsel.	2.50	500.00	1,250.00
02/06/19	Preparation of materials requested by counsel regarding SG&A.	1.00	500.00	500.00
	Total Smit Shrestha	15.50		7,750.00

Todor Stoyanov

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/01/19	Deposition support. Review of declarations filed by opposing side.	3.75	480.00	1,800.00
02/02/19	Review of declarations filed by opposing side.	2.25	480.00	1,080.00
02/03/19	Call with counsel. Prepare summaries of opposing side's declarations for counsel.	6.75	480.00	3,240.00
02/04/19	Assist with closing arguments points preparation.	3.25	480.00	1,560.00
02/06/19	Review of business plans and liquidity analysis to respond to counsel's requests regarding SG&A.	1.00	480.00	480.00
	Total Todor Stoyanov	17.00		8,160.00

Alex Iselin

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S Incurred</u>
02/01/19	Aggregation of documents considered. Review of key materials.	1.50	370.00	555.00
02/03/19	Review of ESL trial exhibits	2.00	370.00	740.00
02/04/19	Review of ESL trial exhibits and expert deposition transcript. Conduct research on retail seasonality.	7.00	370.00	2,590.00
02/05/19	Review of expert deposition transcript and debtor declarations. Update charts for 425 stores	6.00	370.00	2,220.00
02/06/19	Review of debtor declarations	2.00	370.00	740.00
	Total Alex Iselin	18.50		6,845.00





March 26, 2019

David M. Zensky, Esq.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

AG Case No.: 031703
Invoice No.: 892750
Taxpayer ID: 04-2727260

Re: In Re: Sears Holding Corp. Bankruptcy

Professional Hours		90.50
Total Professional Services	\$	48,405.00
Total Expenses		<u>2,686.44</u>
Total Due and Payable - Current Billing	\$	<u>51,091.44</u>

Remit To:

Analysis Group Inc.
111 Huntington Avenue
14th Floor
Boston, MA 02199

Wire Instructions:

Citizens Bank
Routing / ABA No.: 011500120
Account No.: 1130184460

Direct Deposit (EFT or ACH):

Routing / ABA No.: 211070175
Account No.: 1130184460



March 26, 2019

David M. Zensky, Esq.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

AG Case No.: 031703
Invoice No.: 892923
Taxpayer ID: 04-2727260

Re: In Re: Sears Holding Corp. Bankruptcy

For professional services rendered in connection with the above referenced case for the period ending February 28, 2019, including:

Current Billing:

Professional Hours		24.00
Professional Services	\$	23,400.00
Total Due and Payable - Current Billing	\$	<u>23,400.00</u>

SUMMARY OF PRIOR BILLINGS THAT REMAIN UNPAID

0 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
\$463,848.41	\$0.00	\$0.00	\$0.00	\$0.00	\$463,848.41



In Re: Sears Holding Corp. Bankruptcy

For the period ending February 28, 2019

Invoice 892923

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>		<u>Rate</u>		<u>P.S. Incurred</u>
J. Kniffen	Consultant	<u>24.00</u>	\$	975.00	\$	<u>23,400.00</u>
Total Professional Services		<u>24.00</u>			\$	<u>23,400.00</u>



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In Re: Sears Holding Corp. Bankruptcy

For the period ending February 28, 2019

Invoice 892923

Professional Hours

Jan Kniffen

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S</u> <u>Incurred</u>
02/01/19	Deposition and discussion	8.50	975.00	8,287.50
02/02/19	Discussion and prep for trial	9.00	975.00	8,775.00
02/03/19	Discussion and prep for trial	6.50	975.00	6,337.50
	Total Jan Kniffen	24.00		23,400.00

Total Professional Services	<u>24.00</u>	\$	<u>23,400.00</u>
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March 26, 2019

David M. Zensky, Esq.
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036

AG Case No.: 031703
Invoice No.: 892923
Taxpayer ID: 04-2727260

Re: **In Re: Sears Holding Corp. Bankruptcy**

Current Billing:

Professional Hours		24.00
Professional Services	\$	23,400.00
Total Due and Payable - Current Billing	\$	<u>23,400.00</u>

Remit To:
Analysis Group Inc.
111 Huntington Avenue
14th Floor
Boston, MA 02199

Wire Instructions:
Citizens Bank
Routing / ABA No.: 011500120
Account No.: 1130184460

Direct Deposit (EFT or ACH):
Routing / ABA No.: 211070175
Account No.: 1130184460



INVOICE



Fidelity National Title Insurance Company

Strategic Market Services
7130 Glen Forest Drive #300
Richmond, VA 23226
Phone: 804-267-2289 Fax: 804-267-2330
Email:

Date: 3/15/19
Invoice No: 28236211/2
Customer Ref: 4457-Hayward

Alex Agahzadeh
Thank you for your business!

To: Akin Gump Strauss Hauer & Feld LLP
Attn: Ramin Savar
1999 Avenue Of The Stars, Suite 600
Los Angeles, CA 90067-6022
Re: Property: 26231 Mission Blvd
City/State: , CA
County/Parcel:
Brief Legal:

Date	Product Description	Liability Amount	Charge Amount
03/15/19	Title Reports		202,900.00
03/15/19	Photocopies		42,411.78
03/15/19	Tax Certificate Expense		798.96
03/15/19	Less Deposit		(98,512.00)
Invoice Total:			147,598.74
Paid/Credit:			0.00
Balance Due:			147,598.74

Page 1 of 1

Remittance Advice

Please send along with remittance to:

Fidelity National Title Insurance Company
Strategic Market Services
7130 Glen Forest Drive #300
Richmond, VA 23226
Phone: 804-267-2289 Fax: 804-267-2330
Email:

Date: 3/15/19
Operation: 03000.916135
Invoice No: 28236211/2
Customer No: 1056260
Customer: Akin Gump Strauss Hauer & Feld LLP

Invoice Total: 147,598.74
Balance Due: 147,598.74

Check Number: _____
Amount Enclosed: _____